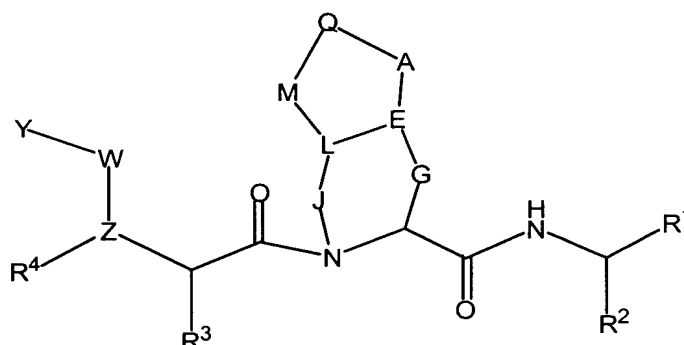


1. (currently amended) A compound, including enantiomers, stereoisomers, rotamers, tautomers, racemates and prodrug of said compound, and pharmaceutically acceptable salts or solvates of said compound, or of said prodrug, said compound having the general structure shown in Formula I:



Formula I

Y is selected from the group consisting of the following moieties: alkyl, alkyl-aryl, heteroalkyl, heteroaryl, aryl-heteroaryl, alkyl-heteroaryl, cycloalkyl, alkyloxy, alkyl-aryloxy, aryloxy, heteroaryloxy, heterocycloalkyloxy, cycloalkyloxy, alkylamino, arylamino, alkyl-arylamino, arylamino, heteroarylamino, cycloalkylamino and heterocycloalkylamino, with the proviso that Y maybe optionally substituted with X¹¹ or X¹²;

X¹¹ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkyl-alkyl, heterocyclyl, heterocyclylalkyl, aryl, alkylaryl, arylalkyl, heteroaryl, alkylheteroaryl, or heteroarylalkyl, with the proviso that X¹¹ may be additionally optionally substituted with X¹²;

X¹² is hydroxy, alkoxy, aryloxy, thio, alkylthio, arylthio, amino, alkylamino, arylamino, alkylsulfonyl, arylsulfonyl, alkylsulfonamido, arylsulfonamido, carboxy, carbalkoxy,

carboxamido, alkoxycarbonylamino, alkoxycarbonyloxy, alkylureido, arylureido, halogen, cyano, or nitro, with the proviso that said alkyl, alkoxy, and aryl may be additionally optionally substituted with moieties independently selected from X^{12} ;

R^1 is COR^5 or $B(OR)_2$, wherein R^5 is H , ~~OH~~ , ~~OR^8~~ , ~~NR^9R^{10}~~ , CF_3 , C_2F_5 , C_3F_7 , CF_2R^6 , R^6 , or COR^7 wherein R^7 is H , OH , OR^8 , CHR^9R^{10} , or NR^9R^{10} , wherein R^6 , R^8 , R^9 and R^{10} are independently selected from the group consisting of H , alkyl, aryl, heteroalkyl, heteroaryl, cycloalkyl, cycloalkyl, arylalkyl, heteroarylalkyl, $[CH(R^{1'})]_pCOOR^{11}$, $[CH(R^{1'})]_pCONR^{12}R^{13}$, $[CH(R^{1'})]_pSO_2R^{11}$, $[CH(R^{1'})]_pCOR^{11}$, $[CH(R^{1'})]_pCH(OH)R^{11}$, $CH(R^{1'})CONHCH(R^{2'})COO R^{11}$, $CH(R^{1'})CONHCH(R^{2'})CONR^{12}R^{13}$, $CH(R^{1'})CONHCH(R^{2'})R'$, $CH(R^{1'})CONHCH(R^{2'})CONHCH(R^{3'})COO R^{11}$, $CH(R^{1'})CONHCH(R^{2'})CONHCH(R^{3'})CONR^{12}R^{13}$, $CH(R^{1'})CONHCH(R^{2'})CONHCH(R^{3'})CONHCH(R^{4'})COO R^{11}$, $CH(R^{1'})CONHCH(R^{2'})CONHCH(R^{3'})CONHCH(R^{4'})CONR^{12}R^{13}$, $CH(R^{1'})CONHCH(R^{2'})CONHCH(R^{3'})CONHCH(R^{4'})CONHCH(R^{5'})COO R^{11}$ and $CH(R^{1'})CONHCH(R^{2'})CONHCH(R^{3'})CONHCH(R^{4'})CONHCH(R^{5'})CONR^{12}R^{13}$, wherein $R^{1'}$, $R^{2'}$, $R^{3'}$, $R^{4'}$, $R^{5'}$, R^{11} , R^{12} , R^{13} , and R' are independently selected from the group consisting of H , alkyl, aryl, heteroalkyl, heteroaryl, cycloalkyl, alkyl-aryl, alkyl-heteroaryl, aryl-alkyl and heteroaralkyl;

Z is selected from O , N , CH or CR ;

W may be present or absent, and if W is present, W is selected from $C=O$, $C=S$, $C(=N-CN)$, or SO_2 ;

Q may be present or absent, and when Q is present, Q is CH , N , P , $(CH_2)_p$, $(CHR)_p$, $(CRR')_p$, O , NR , S , or SO_2 ; and when Q is absent, M may be present or absent; when Q and M are absent, A is directly linked to L ;

A is O , CH_2 , $(CHR)_p$, $(CHR-CHR')_p$, $(CRR')_p$, NR , S , or SO_2 ;

E is CH , N , CR , or a double bond towards A , L or G ;

G may be present or absent, and when G is present, G is $(CH_2)_p$, $(CHR)_p$, or $(CRR')_p$; and when G is absent, J is present and E is directly connected to the carbon atom in Formula I as G is linked to;

J may be present or absent, and when J is present, J is $(CH_2)_p$, $(CHR)_p$, or $(CRR')_p$, SO_2 , NH , NR or O ; and when J is absent, G is present and E is directly linked to N shown in Formula I as linked to J;

L may be present or absent, and when L is present, L is CH , CR , O , S or NR ; and when L is absent, then M may be present or absent; and if M is present with L being absent, then M is directly and independently linked to E, and J is directly and independently linked to E;

M may be present or absent, and when M is present, M is O , NR , S , SO_2 , $(CH_2)_p$, $(CHR)_p$, $(CHR-CHR')_p$, or $(CRR')_p$;

p is a number from 0 to 6; and

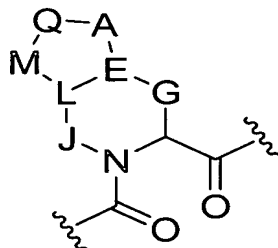
R, R', R², R³ and R⁴ are independently selected from the group consisting of H; C₁-C₁₀ alkyl; C₂-C₁₀ alkenyl; C₃-C₈ cycloalkyl; C₃-C₈ heterocycloalkyl, alkoxy, aryloxy, alkylthio, arylthio, amino, amido, ester, carboxylic acid, carbamate, urea, ketone, aldehyde, cyano, nitro, halogen; (cycloalkyl)alkyl and (heterocycloalkyl)alkyl, wherein said cycloalkyl is made of three to eight carbon atoms, and zero to six oxygen, nitrogen, sulfur, or phosphorus atoms, and said alkyl is of one to six carbon atoms; aryl; heteroaryl; alkyl-aryl; and alkyl-heteroaryl;

wherein said alkyl, heteroalkyl, alkenyl, heteroalkenyl, aryl, heteroaryl, cycloalkyl and heterocycloalkyl moieties may be optionally and chemically-suitably substituted, with said term "substituted" referring to optional and chemically-suitable substitution with one or more moieties selected from the group consisting of alkyl, alkenyl, alkynyl, aryl, aralkyl,

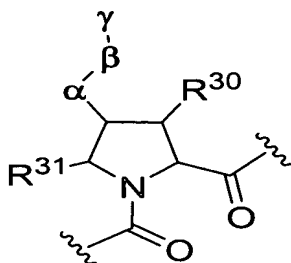
cycloalkyl, heterocyclic, halogen, hydroxy, thio, alkoxy, aryloxy, alkylthio, arylthio, amino other than for R², amido, ester, carboxylic acid, carbamate, urea, ketone, aldehyde, cyano, nitro, sulfonamido, sulfoxide, sulfone, sulfonyl urea, hydrazide, and hydroxamate;

further wherein said unit N-C-G-E-L-J-N represents a five-membered or six-membered cyclic ring structure with the proviso that when said unit N-C-G-E-L-J-N represents a five-membered cyclic ring structure, or when the bicyclic ring structure in Formula I comprising N, C, G, E, L, J, N, A, Q, and M represents a five-membered cyclic ring structure, then said five-membered cyclic ring structure lacks a carbonyl group as part of the cyclic ring;

provided that in Formula I when W is C=O and the moiety:



represents the structure:



where R³⁰ and R³¹ are independently H, alkyl, alkenyl, aryl, aralkyl, aralkenyl, cycloalkyl, cycloalkylalkyl, cycloalkenyl, heterocyclyl, heterocyclylalkyl, heteroaryl or heteroaryalkyl, with R³⁰ and R³¹ being optionally substituted with 1-3 R³³ substituents selected from alkyl, aryl, aralkyl, alkoxy, aryloxy, aralkoxy, cycloalkyl, cycloalkoxy, heterocyclyl, heterocyclloxy, heterocyclalkyl, keto, hydroxy, amino,

alkylamino, alkanoylamino, aroylalmينو, aralkanoylamino, carboxy, carboxyalkyl, carboxamidoalkyl, halo, cyano, nitro, formyl, acetyl, sulfonyl, or sulfonamido, wherein said R^{33} substituents can be optionally substituted with alkyl, aryl, aralkyl, alkoxy, aryloxy, heterocyclyl, heterocyclxyloxy, keto, hydroxy, amino, alkanoylamino, aroylamino, carboxy, carboxyalkyl, carboxamidoalkyl, halo, cyano, nitro, fomryl, sulfonyl or sulfonamido;

α is a bond, $-C(H)(R^{34})-$, $-O-$, $-S-$, or $-N(R^{35})-$, where R^{34} is H, alkyl, alkenyl, aryl, aralkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, or heteroaralkyl and is optionally substituted with 1-3 R^{33} substituents, and R^{35} is H, alkyl, aryl, aralkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, heteroaralkanoyl, $-C(O)R^{36}$, $-SO_2R^{36}$, or carboxamido and is optionally substituted with 1-3 R^{33} substituents, or R^{35} and γ together with the atoms to which they are bound, form a nitrogen containing mono- or bicyclic ring system optionally substituted with 1-3 R^{33} substituents, and R^{36} is alkyl, aryl, aralkyl, heterocyclyl, heterocyclylalkyl, heteroaryl or heteroaralkyl;

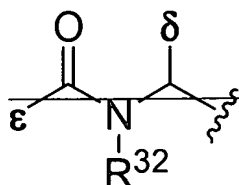
β is a bond, $-CH_2-$, $-C(O)-$, $-C(O)C(O)-$, $-S(O)-$, $-S(O)_2-$, OR $-S(O)R^{34}$;

γ is alkyl, alkenyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, heteroaralkyl, $-OR^{37}$ or $-N(R^{37})_2$, wherein any carbon atom is optionally substituted with R^{33} , wherein R^{37} is independently H, alkyl, alkenyl, aryl, aralkyl, aralkenyl, cycloalkyl, cycloalkylalkyl, cycloalkenyl, cycloalkenylalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkenyl, heteroaryl, or heteroaralkyl, wherein any carbon of R^{37} is optionally substituted with R^{33} ;

then R^{10} is H and R^8 and R^9 are independently selected from the group consisting of $CH(R^{1'})CONHCH(R^{2'})COOR^{11}$,

CH(R^{1'})CONHCH(R^{2'})CONR¹²R¹³, CH(R^{1'})CONHCH(R^{2'})R',
CH(R^{1'})CONHCH(R^{2'})CONHCH(R^{3'})COOR¹¹,
CH(R^{1'})CONHCH(R^{2'})CONHCH(R^{3'})CONR¹²R¹³,
CH(R^{1'})CONHCH(R^{2'})CONHCH(R^{3'})CONHCH(R^{4'})COOR¹¹,
CH(R^{1'})CONHCH(R^{2'})CONHCH(R^{3'})CONHCH(R^{4'})CONR¹²R¹³,
CH(R^{1'})CONHCH(R^{2'})CONHCH(R^{3'})CONHCH(R^{4'})CONHCH(R^{5'})COOR¹¹ and
CH(R^{1'})CONHCH(R^{2'})CONHCH(R^{3'})CONHCH(R^{4'})CONHCH(R^{5'})CONR¹²R¹³; and

~~then Y is not the moiety:~~

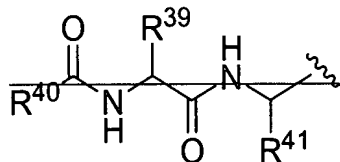


~~where R³² is H or C1-3 alkyl,~~

~~delta is alkyl, cycloalkyl, aryl, aralkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, heteroaralkyl, carboxyalkyl, or carboxamidoalkyl, and is optionally substituted with 1-3 R³³ substituents; and~~

~~epsilon is R³⁸, alkyl R³⁸, alkenyl R³⁸, alkynyl R³⁸, OR³⁸, N(R³⁸)₂, C(O)R³⁸,~~

~~C(-NOalkyl)R³⁸, or the moiety:~~



~~where R³⁸ is H, aryl, cycloalkyl, cycloalkylidenyl, heterocyclyl, heterocycloalkylidenyl or heteroaryl, and is optionally substituted with 1-3 R³³ substituents, or a first R³⁸ and a second R³⁸, together with the nitrogen to which they are bound, form a nitrogen-containing mono- or bicyclic ring system optionally substituted with 1-3 R³³ substituents; R³⁹ is alkyl, cycloalkyl, aryl, aralkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, heteroaralkyl, carboxyalkyl, or carboxamidoalkyl, and is optionally substituted with 1-3 R³³ substituents; R⁴⁰ is H,~~

~~alkyl, aryl, heteroaryl, cycloalkyl or heterocyclyl; and R⁴¹ is alkyl, cycloalkyl, aryl, aralkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, heteroaralkyl, carboxyalkyl, or carboxamidoalkyl, and is optionally substituted with 1-3 R³³ substituents; and~~

provided that the proline at the P2 position is modified, wherein the P2 position is the position corresponding to the second amino acid from the keto amide group.

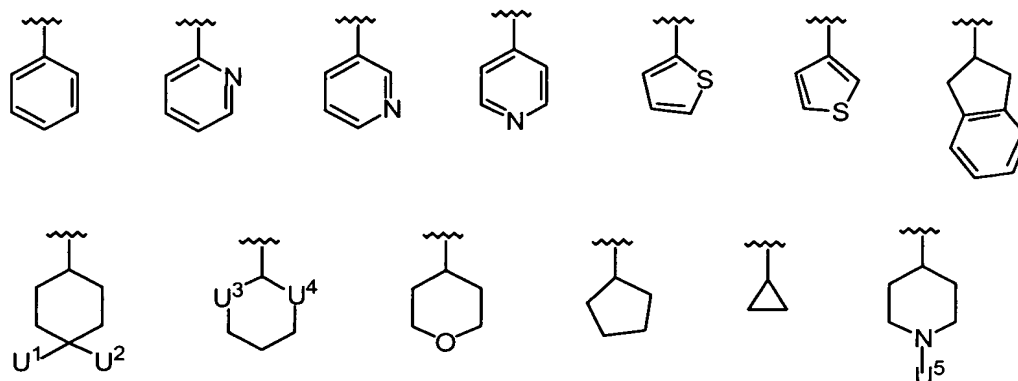
2. (currently amended) The compound of claim 1, wherein R¹ is COR⁵, and R⁵ is H, OH, COOR⁸, or CONR⁹R¹⁰.

3. (original) The compound of claim 2, wherein R¹ is COCONR⁹R¹⁰, and R⁹ is H, R¹⁰ is H, R¹⁴, [CH(R^{1'})]_pCOOR¹¹, [CH(R^{1'})]_pCONR¹²R¹³, [CH(R^{1'})]_pSO₂R¹¹, [CH(R^{1'})]_pSO₂N R¹²R¹³, [CH(R^{1'})]_pCOR¹¹, CH(R^{1'})CONHCH(R^{2'})COOR¹¹, CH(R^{1'})CONHCH(R^{2'}) CONR¹²R¹³, or CH(R^{1'})CONHCH(R^{2'})(R'), wherein R¹⁴ is H, alkyl, aryl, heteroalkyl, heteroaryl, cycloalkyl, alkyl-aryl, alkyl-heteroaryl, aryl-alkyl, alkenyl, alkynyl or heteroaralkyl.

4. (original) The compound of claim 3, wherein R¹⁰ is H, R¹⁴, CH(R^{1'})COOR¹¹, CH(R^{1'})CH(R^{1'})COOR¹¹, CH(R^{1'})CONR¹²R¹³, CH(R^{1'})CH(R^{1'})CONR¹²R¹³, CH(R^{1'})CH(R^{1'})SO₂R¹¹, CH(R^{1'})CH(R^{1'})SO₂N R¹²R¹³, CH(R^{1'})CH(R^{1'})COR¹¹, CH(R^{1'})CONHCH(R^{2'})COOR¹¹, CH(R^{1'})CONHCH(R^{2'}) CONR¹²R¹³, or CH(R^{1'})CONHCH(R^{2'})(R'), wherein R^{1'} is H or alkyl, and R^{2'} is phenyl, substituted phenyl, heteroatom-substituted phenyl, thiophenyl, cycloalkyl, piperidyl or pyridyl.

5. (original) The compound of claim 4, wherein R^{1'} is H.

6. (original) The compound of claim 5, wherein R¹¹ is H, methyl, ethyl, allyl, tert-butyl, benzyl, α-methylbenzyl, α,α-dimethylbenzyl, 1-methylcyclopropyl or 1-methylcyclopentyl; R' is hydroxymethyl or CH₂CONR¹²R¹³; R^{2'} is independently selected from the group consisting of:



wherein:

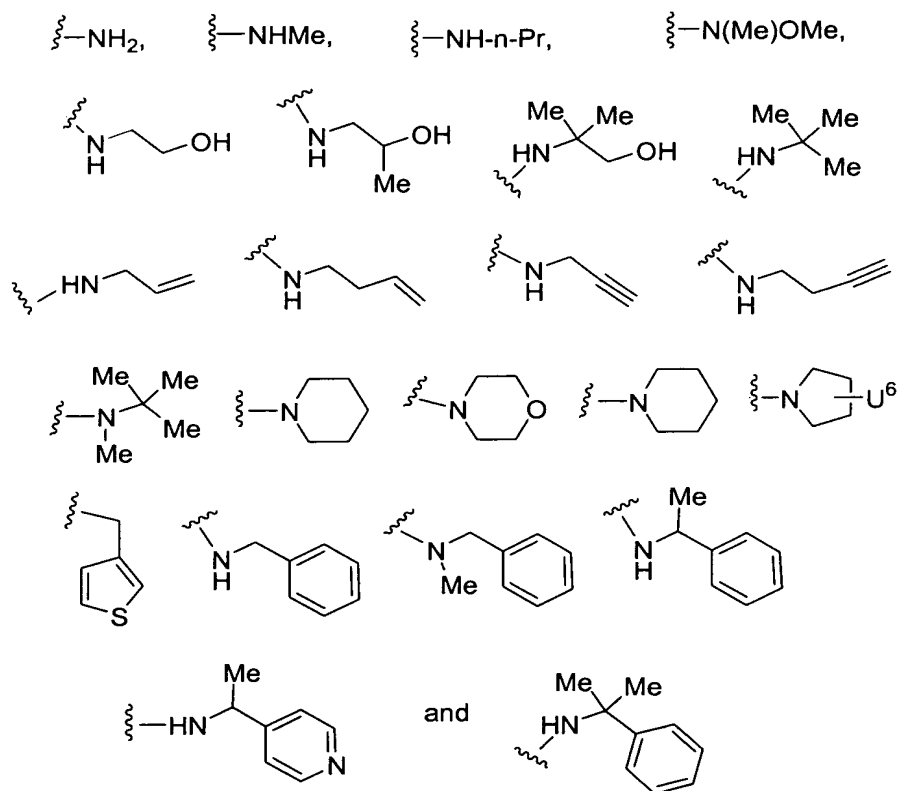
U^1 and U^2 maybe same or different and are selected from H, F, CH_2COOH , CH_2COOMe , CH_2CONH_2 , $CH_2CONHMe$, CH_2CONMe_2 , azido, amino, hydroxyl, substituted amino, substituted hydroxyl;

U^3 and U^4 maybe same or different and are selected from O and S;

U^5 is selected from the moieties consisting of alkyl sulfonyl, aryl sulfonyl, heteroalkyl sulfonyl, heteroaryl sulfonyl, alkyl carbonyl, aryl carbonyl, heteroalkyl carbonyl, heteroaryl carbonyl, alkoxycarbonyl, aryloxycarbonyl,

heteroaryloxycarbonyl, alkylaminocarbonyl, arylaminocarbonyl, heteroarylamino carbonyl or a combination thereof;

and $NR^{12}R^{13}$ is selected from the group consisting of:

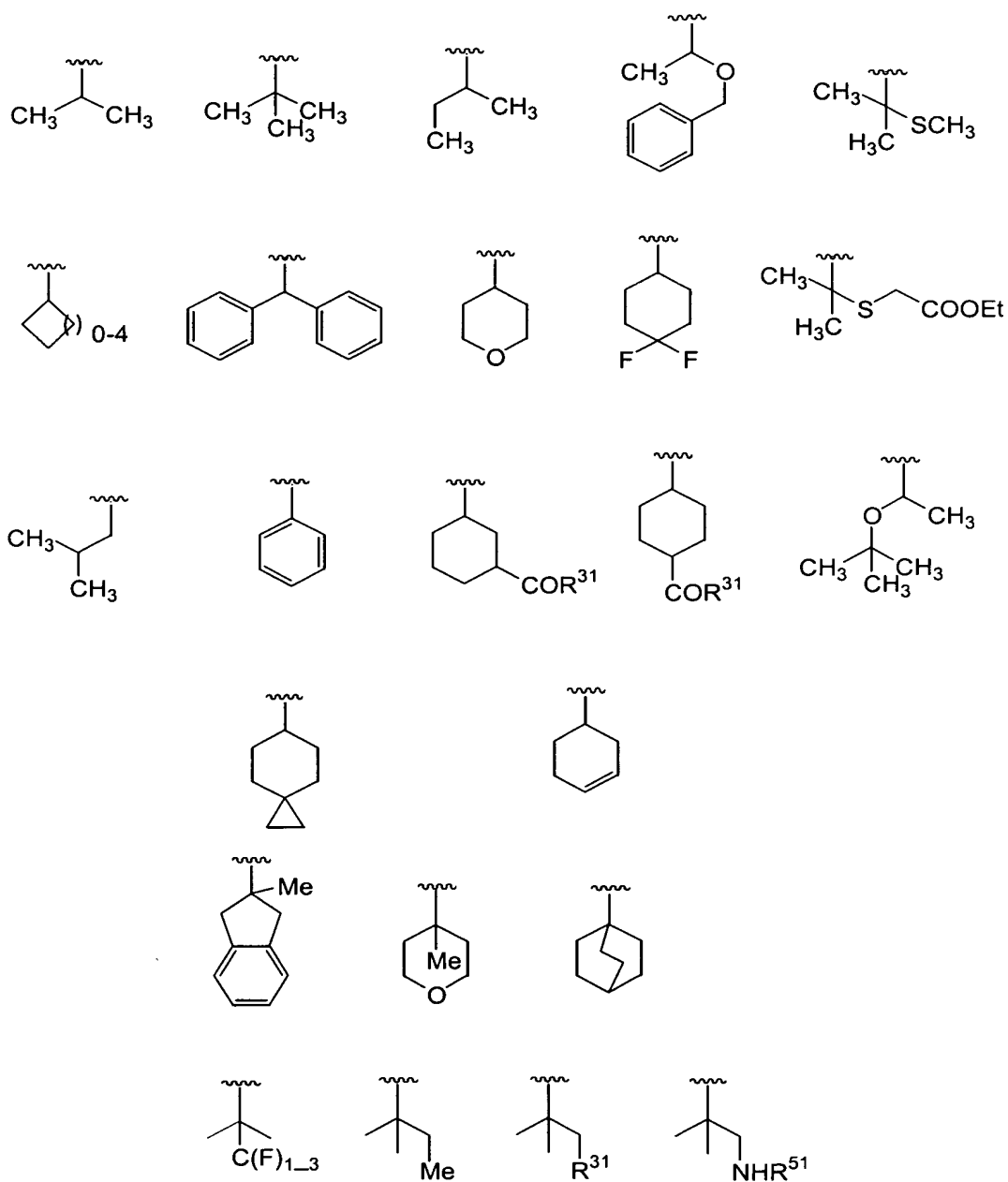


wherein U⁶ is H, OH, or CH₂OH, and

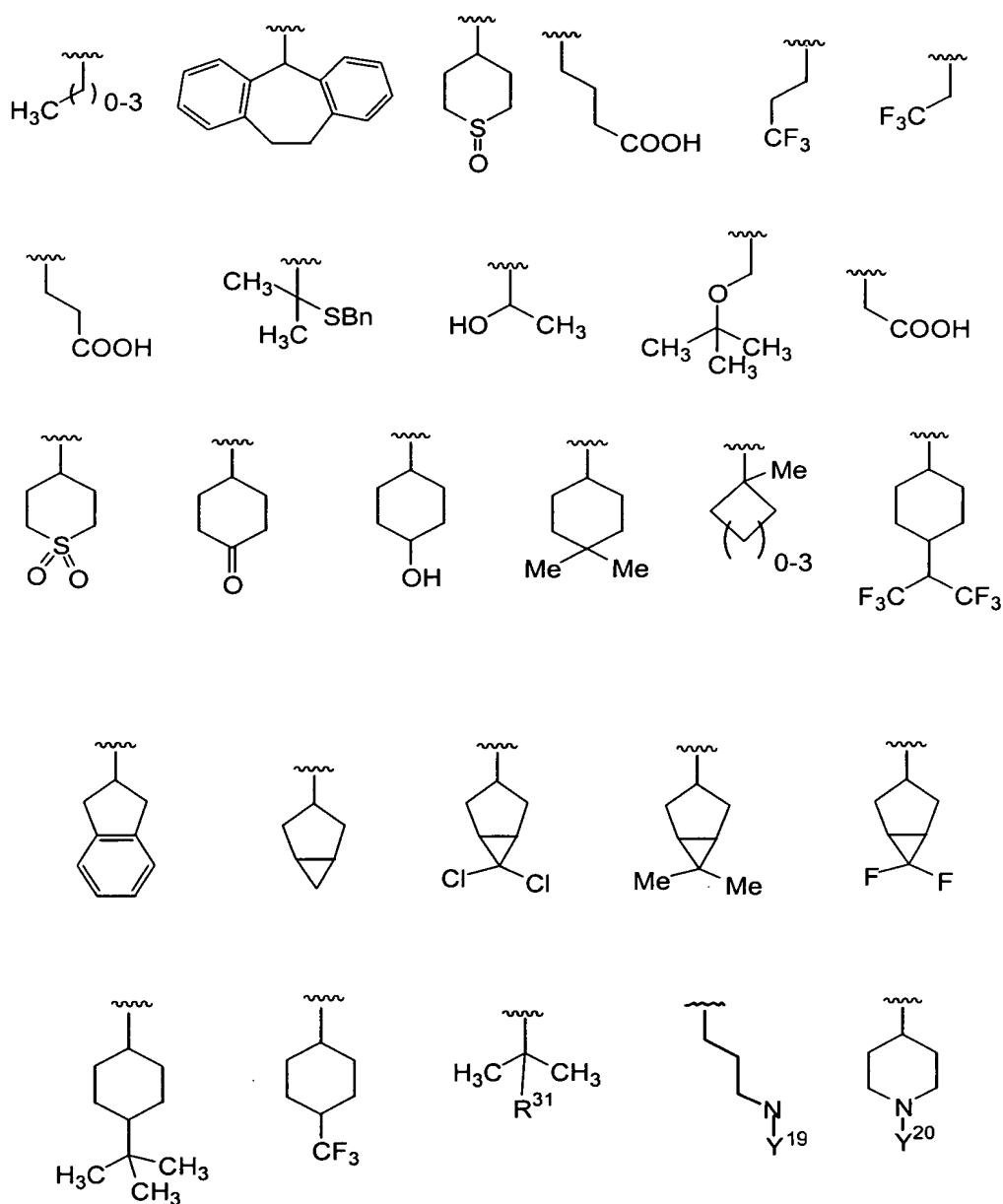
R¹⁴ is selected from the group consisting of: H, Me, Et, *n*-propyl, methoxy, cyclopropyl, *n*-butyl, 1-but-3-ynyl, benzyl, α -methylbenzyl, phenethyl, allyl, 1-but-3-enyl, OMe, cyclopropylmethyl.

7. (original) The compound of claim 2, wherein R² is selected from the group consisting of the following moieties:

8. (original) The compound of claim 7, wherein R³ is selected from the group consisting of:

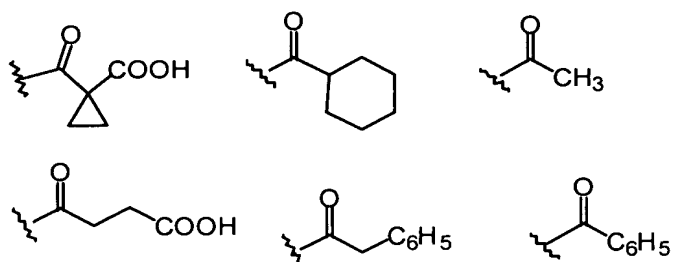


wherein $R^{51} = H, COCH_3, COOtBu$ or $CONHtBu$

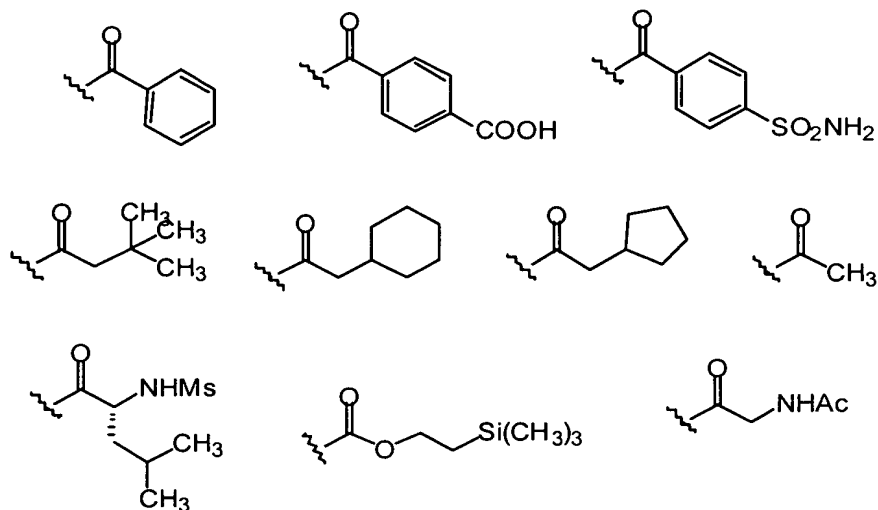


wherein $R^{31} = \text{OH}$ or O-alkyl;

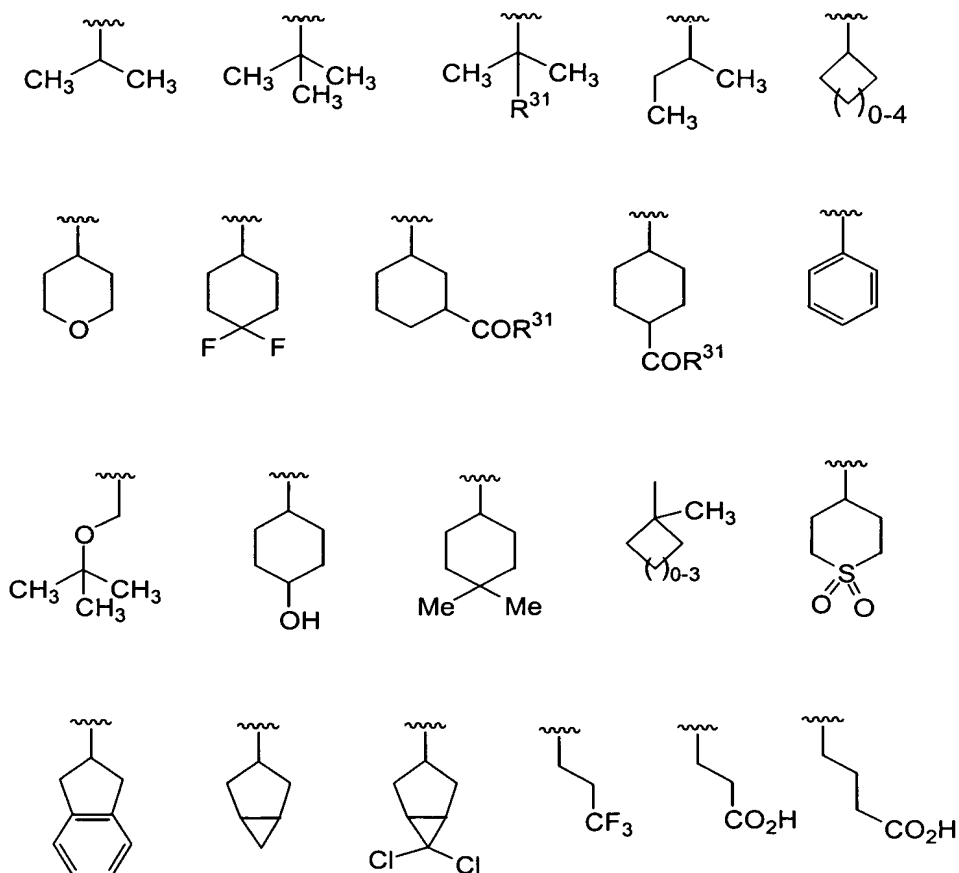
Y^{19} is selected from the following moieties:



and Y²⁰ is selected from the following moieties:

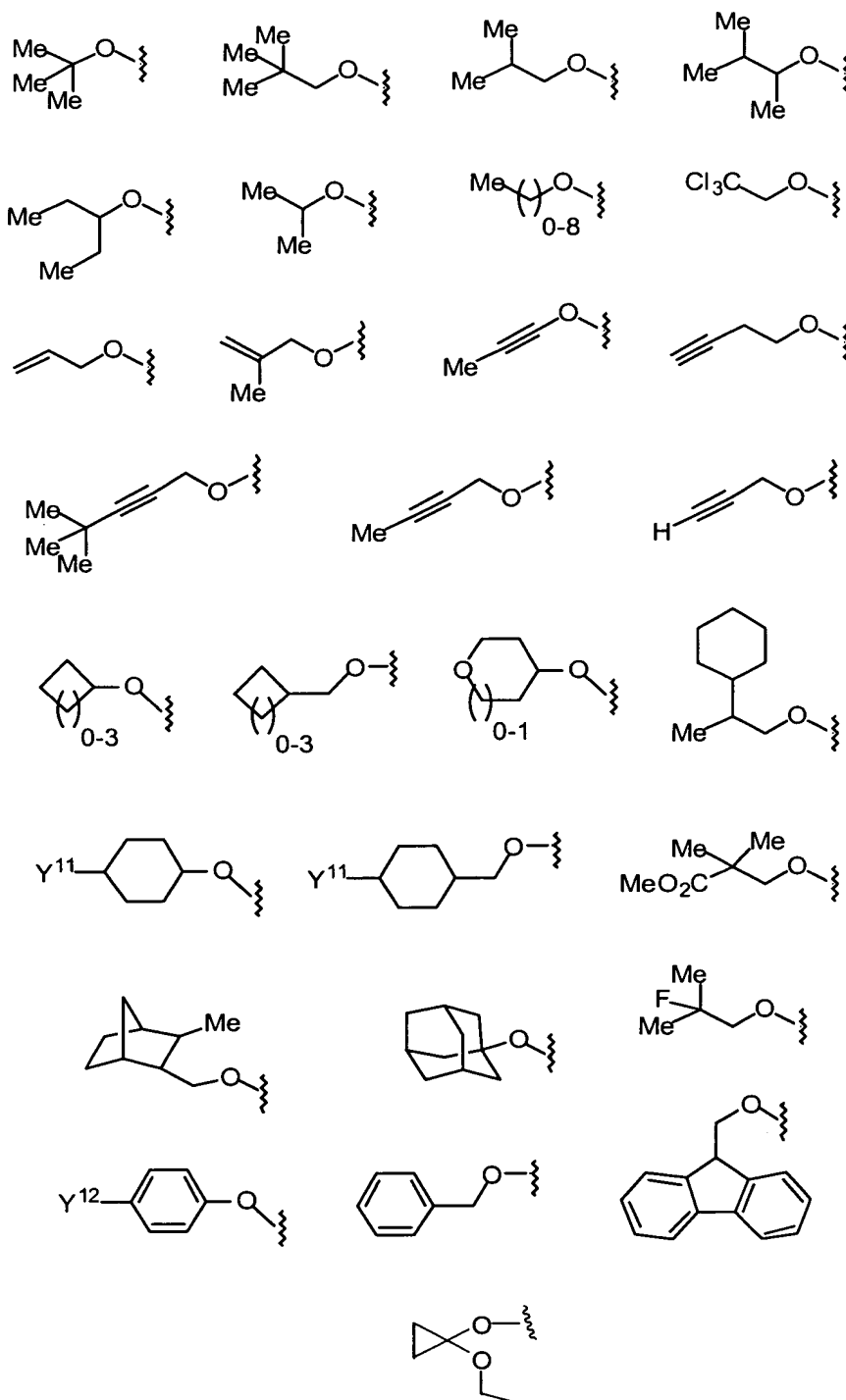


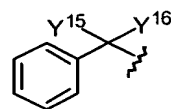
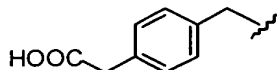
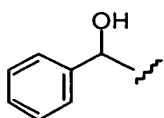
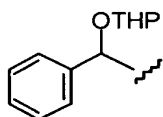
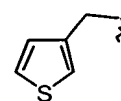
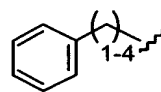
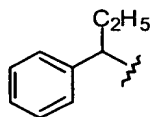
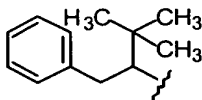
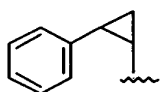
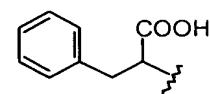
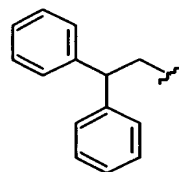
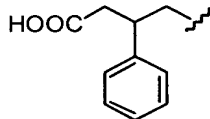
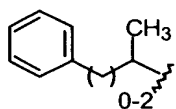
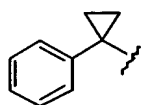
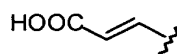
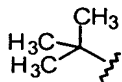
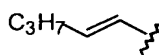
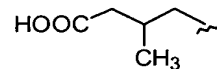
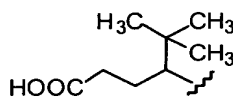
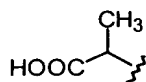
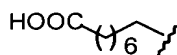
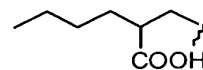
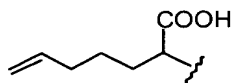
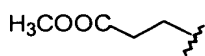
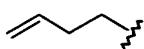
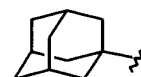
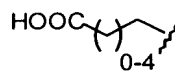
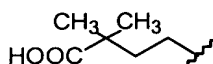
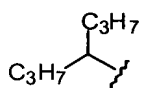
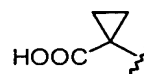
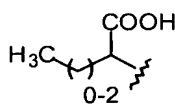
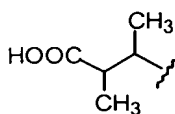
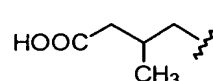
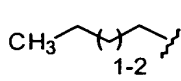
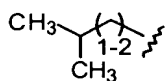
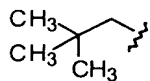
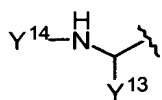
9. (original) The compound of claim 8, wherein R³ is selected from the group consisting of the following moieties:

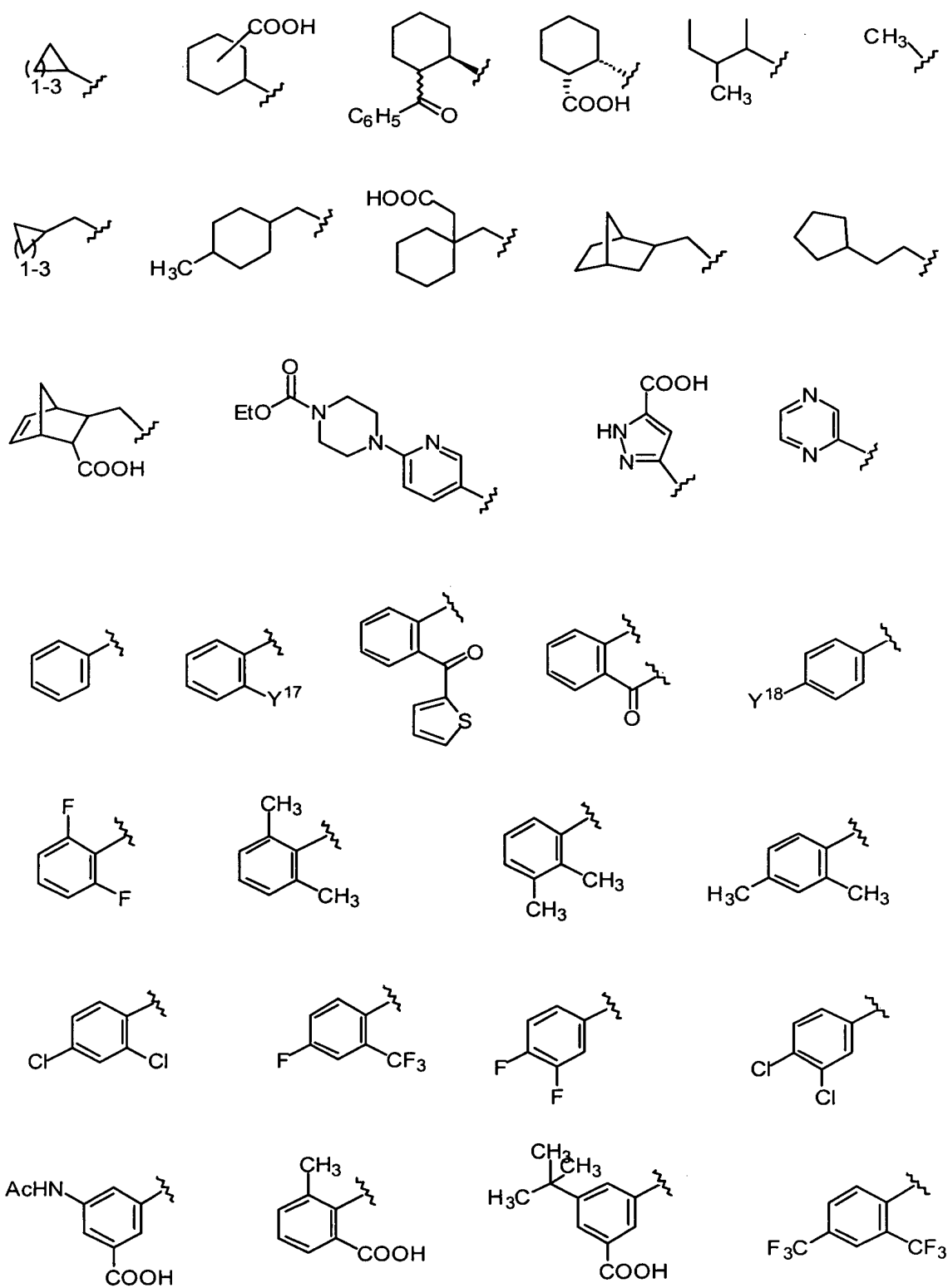


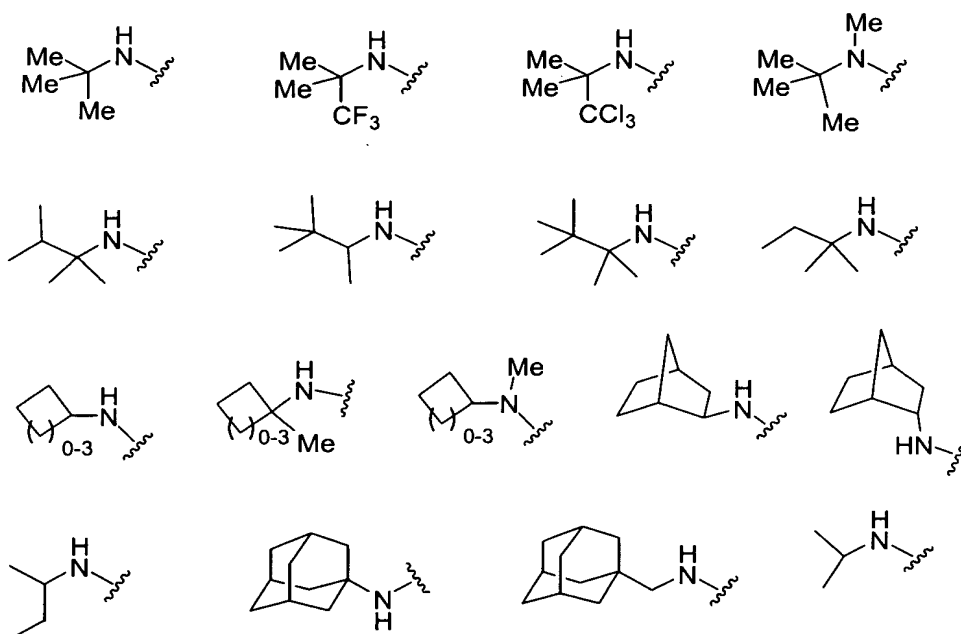
10. (original) The compound of claim 9, wherein Z is N and R⁴ is H.

11. (original) The compound of claim 10, wherein W is C=O.
12. (original) The compound of claim 11, wherein Y is selected from the following moieties:









wherein:

Y^{11} is selected from H, COOH, COOEt, OMe, Ph, OPh,

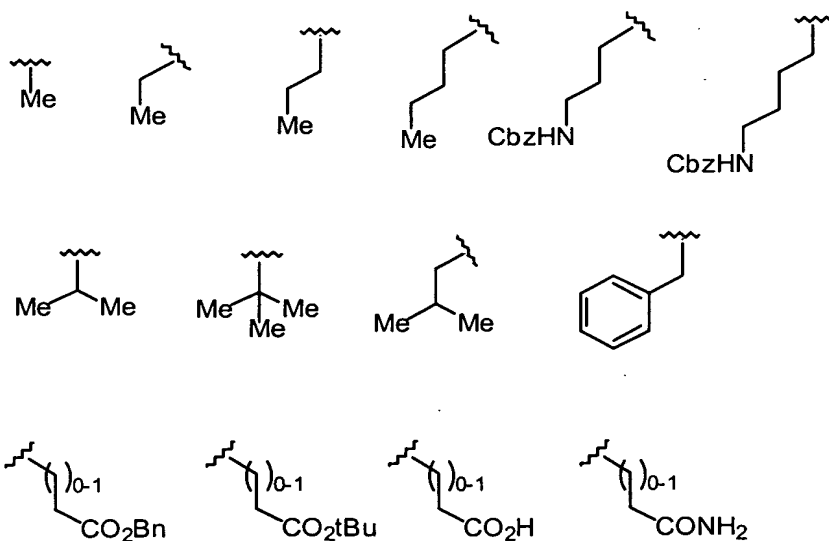
NHMe, NHAc, NHPh, CH(Me)₂, 1-triazolyl, 1-

imidazolyl,

and NHCH_2COOH ;

Y^{12} is selected from H, COOH, COOMe, OMe, F, Cl, or Br;

Y^{13} is selected from the following moieties:



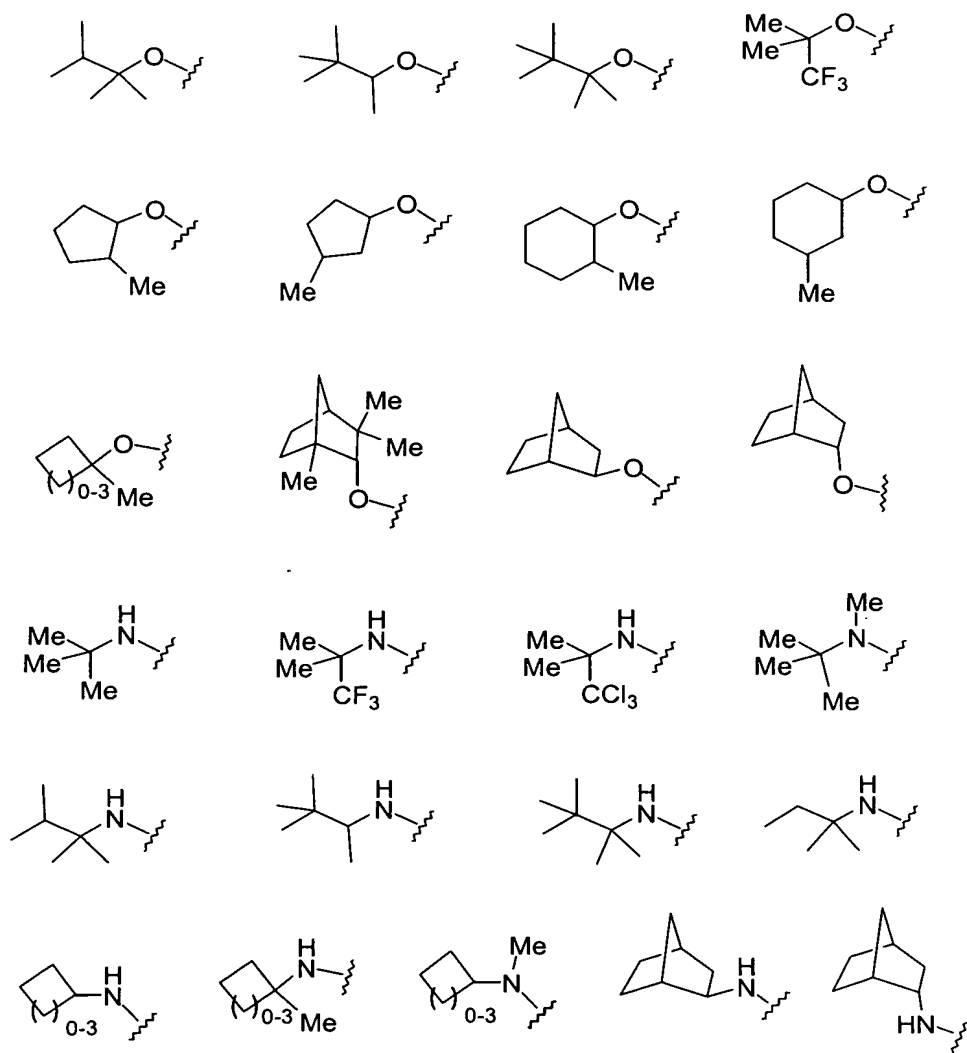
Y^{14} is selected from $MeSO_2$, Ac, Boc, iBoc, Cbz, or Alloc;

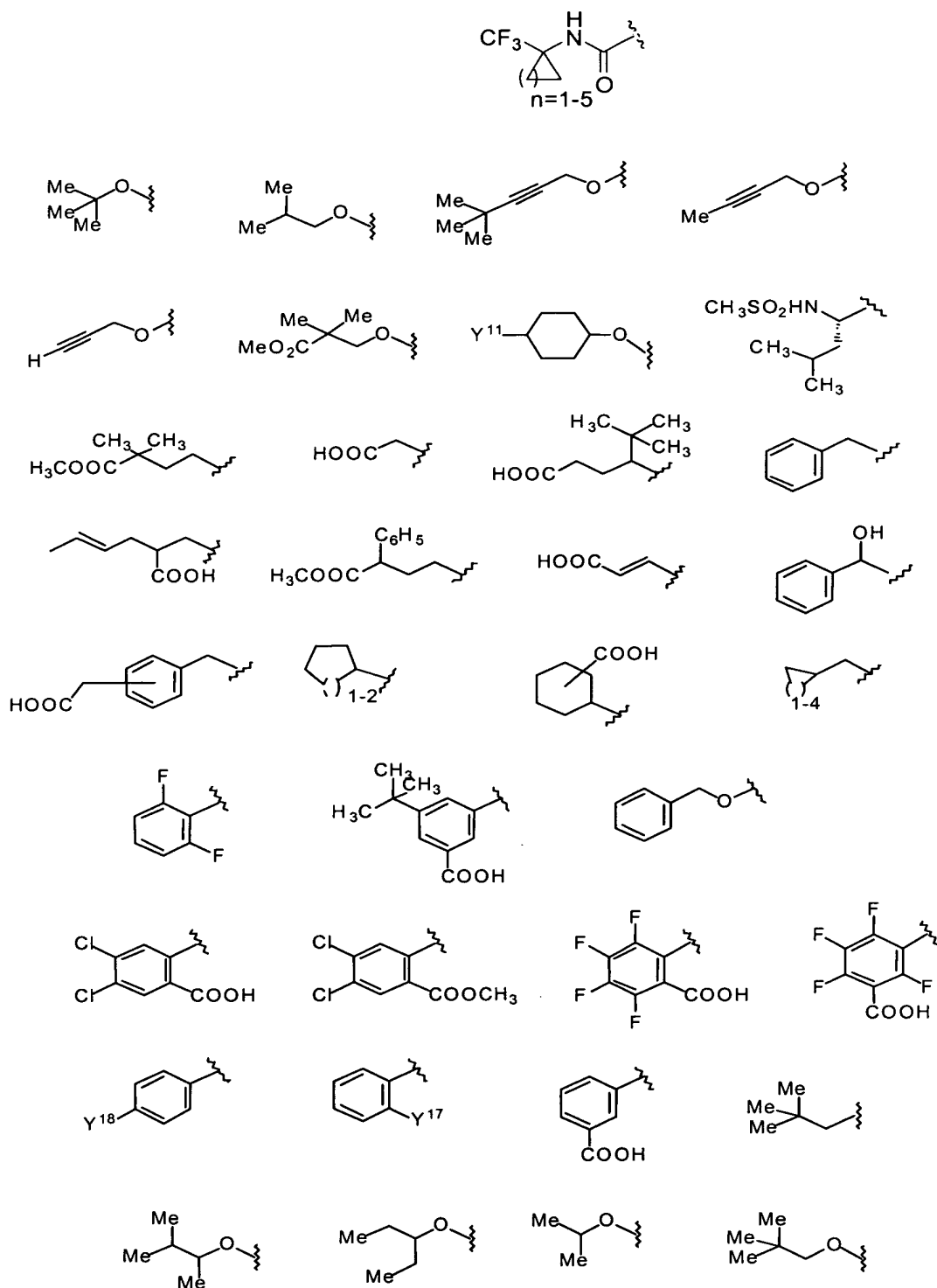
Y^{15} and Y^{16} are independently selected from alkyl, aryl, heteroalkyl, and heteroaryl;

Y^{17} is CF_3 , NO_2 , $CONH_2$, OH, $COOCH_3$, OCH_3 , OC_6H_5 , C_6H_5 , COC_6H_5 , NH_2 , or $COOH$; and

Y^{18} is $COOCH_3$, NO_2 , $N(CH_3)_2$, F, OCH_3 , CH_2COOH , $COOH$, SO_2NH_2 , or $NHCOCH_3$.

13. (original) The compound of claim 12, wherein Y is selected from the group consisting of:



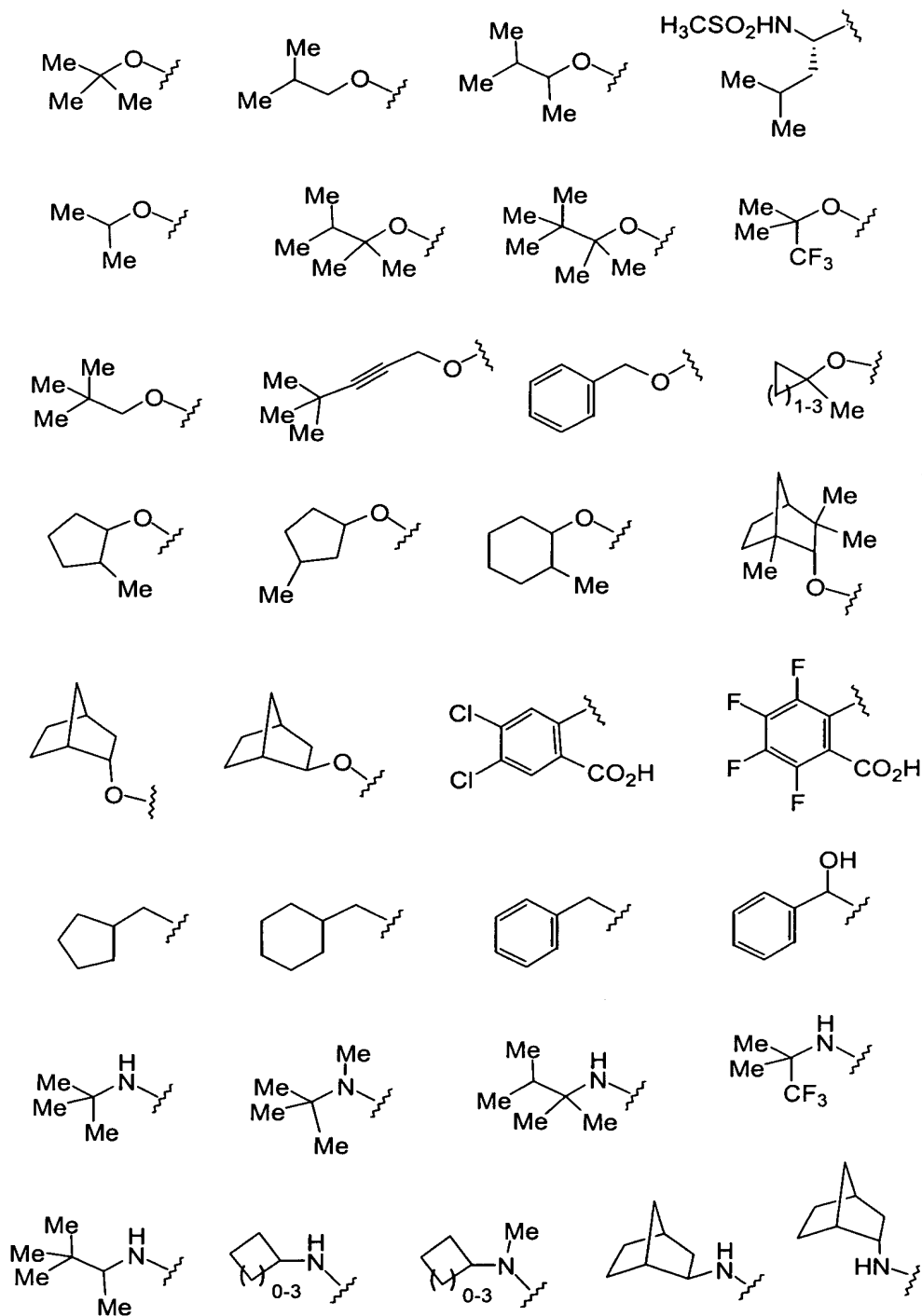


wherein:

$\text{Y}^{17} = \text{CF}_3, \text{NO}_2, \text{CONH}_2, \text{OH}, \text{NH}_2, \text{or COOH};$

$\text{Y}^{18} = \text{F}, \text{COOH},$

14. (original) The compound of claim 13, wherein Y is selected from the group consisting of:

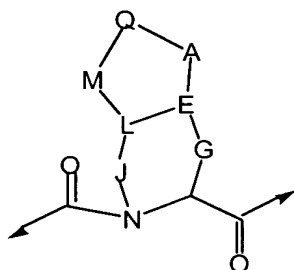


15. (original) The compound of claim 14, wherein L and M are absent, and J is directly linked to E.

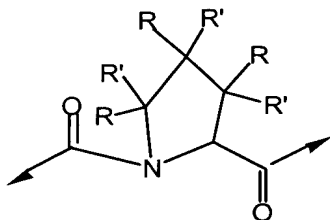
16. (original) The compound of claim 14, wherein L, J and M are absent and E is directly linked to N.

17. (original) The compound of claim 14, wherein G and M are absent.

18. (original) The compound of claim 14, wherein the moiety:

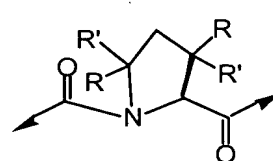
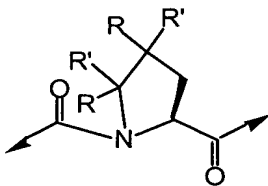
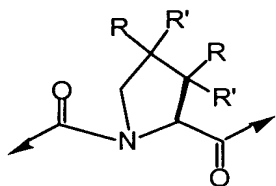
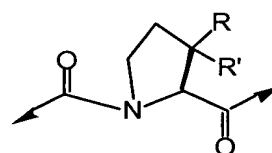
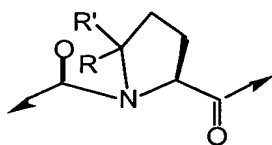
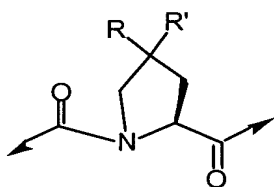


is

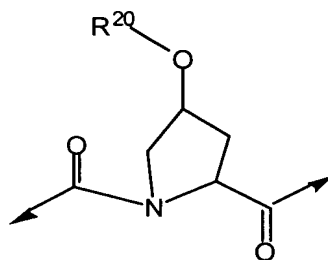


a

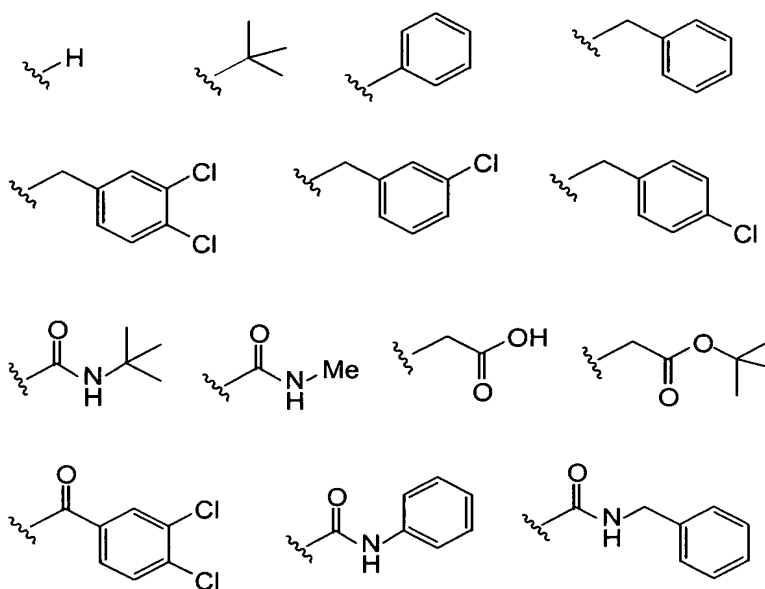
19. (previously presented) The compound of claim 18, wherein structure a is selected from the following structures:



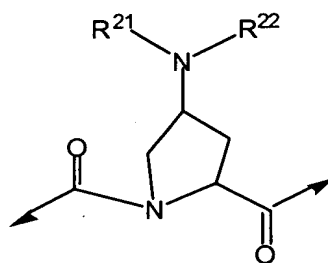
20. (original) The compound of claim 18, wherein structure a is:



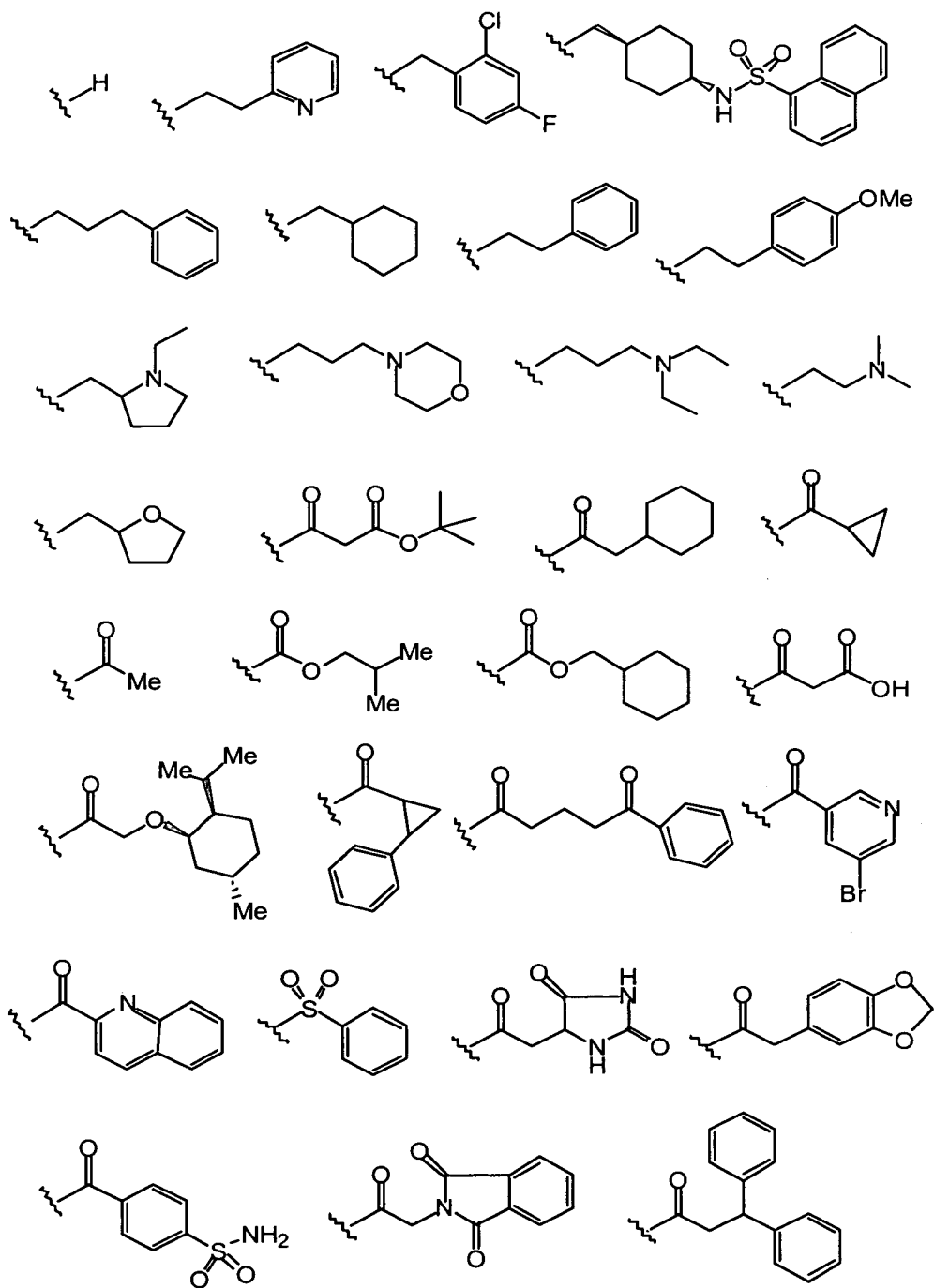
wherein R^{20} is selected from the following structures:



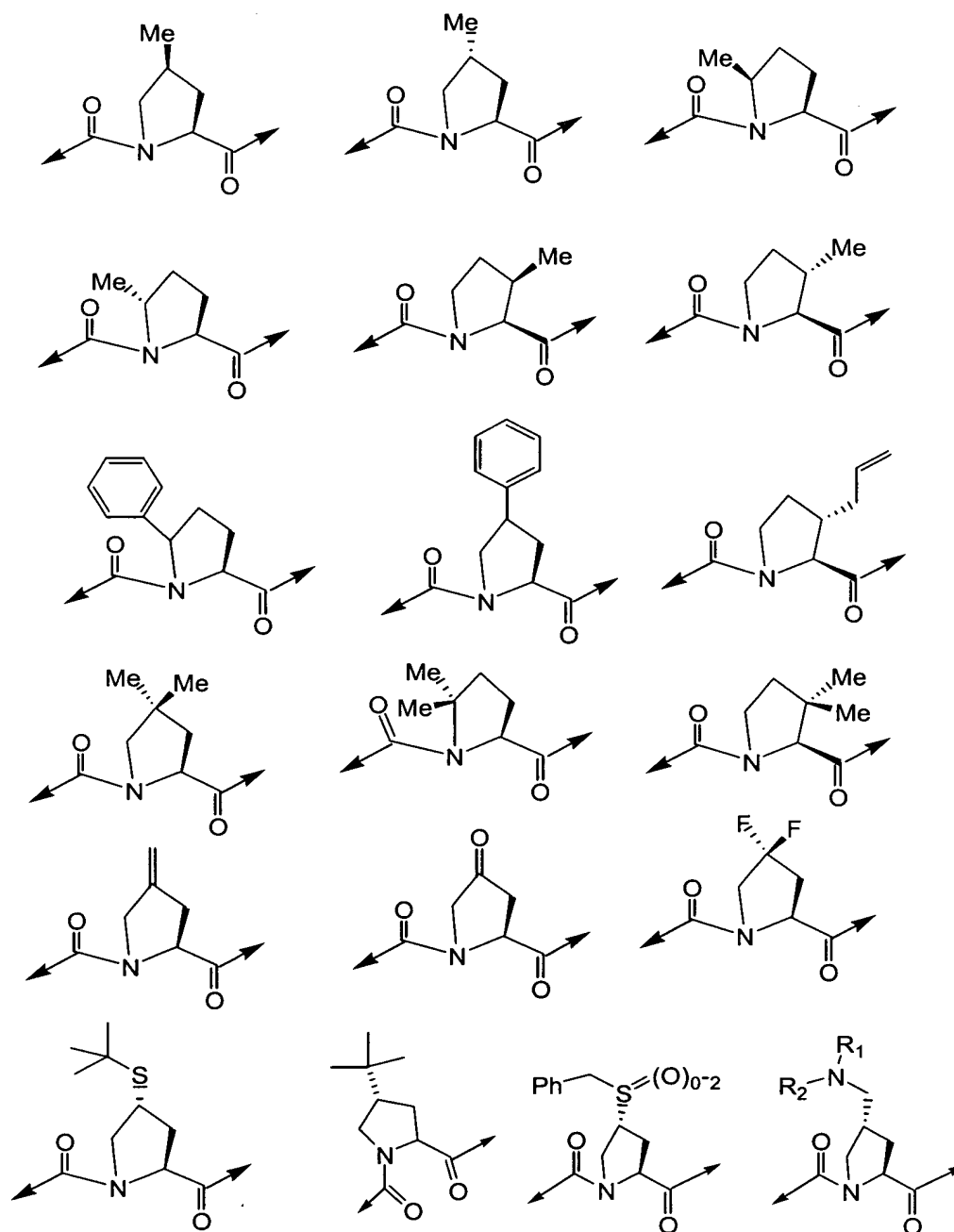
21. (original) The compound of claim 18, wherein structure a is:



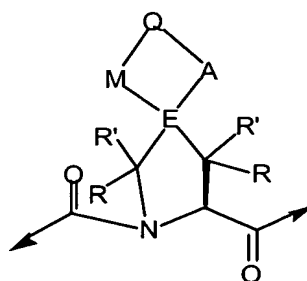
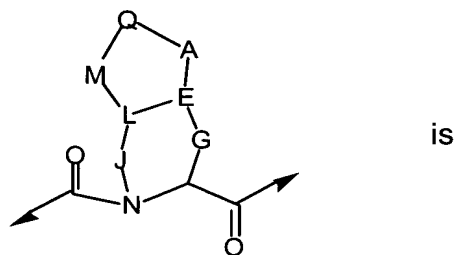
wherein R^{21} and R^{22} may be the same or different and are independently selected from the following structures:



22. (original) The compound of claim 18, wherein structure a is selected from the following structures:



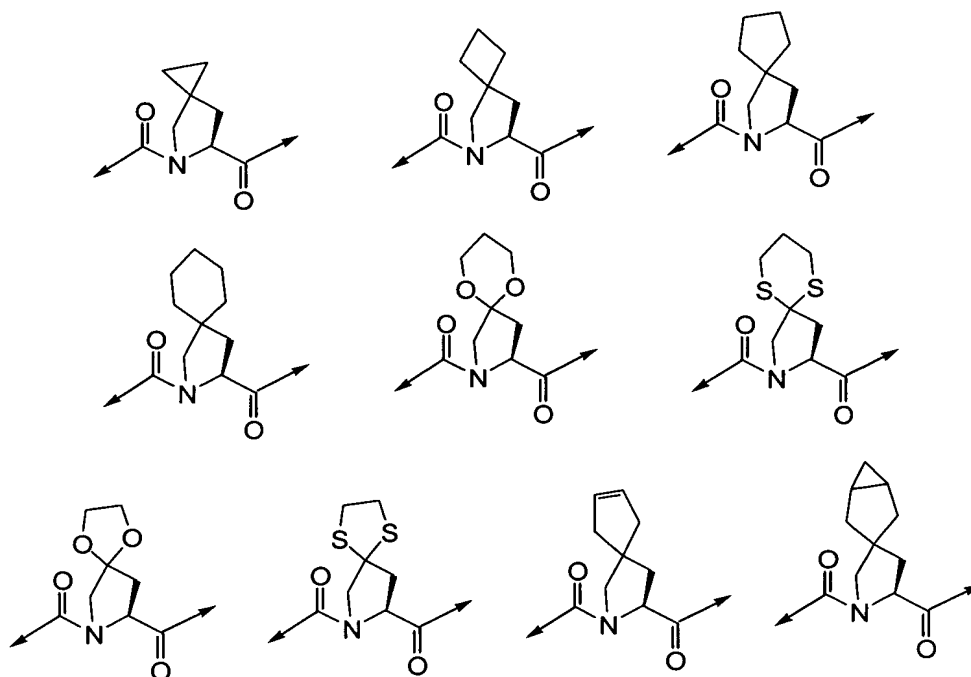
23. (original) The compound of claim 14, wherein:



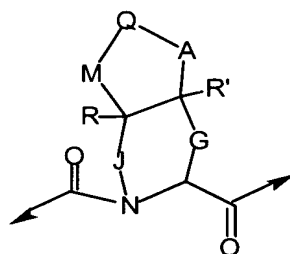
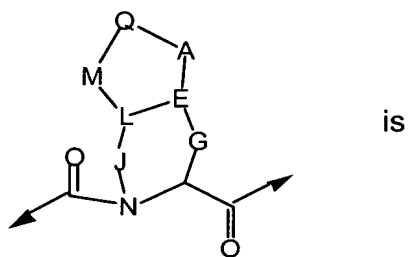
b

wherein Q may be present or absent, and if Q is absent, M is directly linked to A.

24. (original) The compound of claim 23, wherein structure b is selected from the following structures:

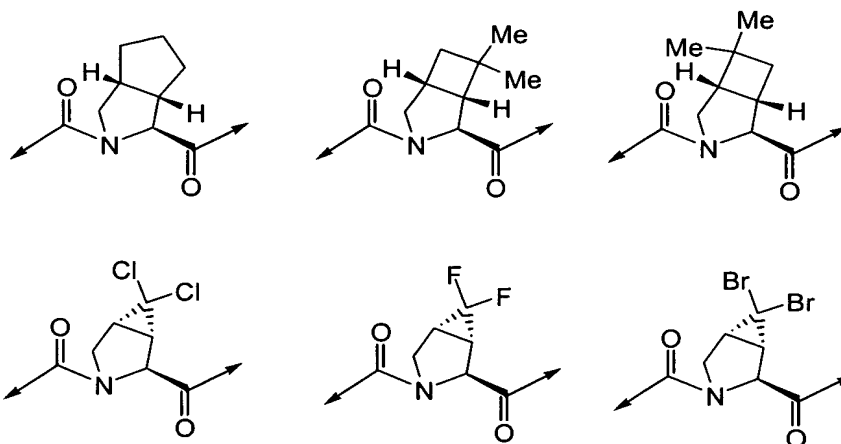


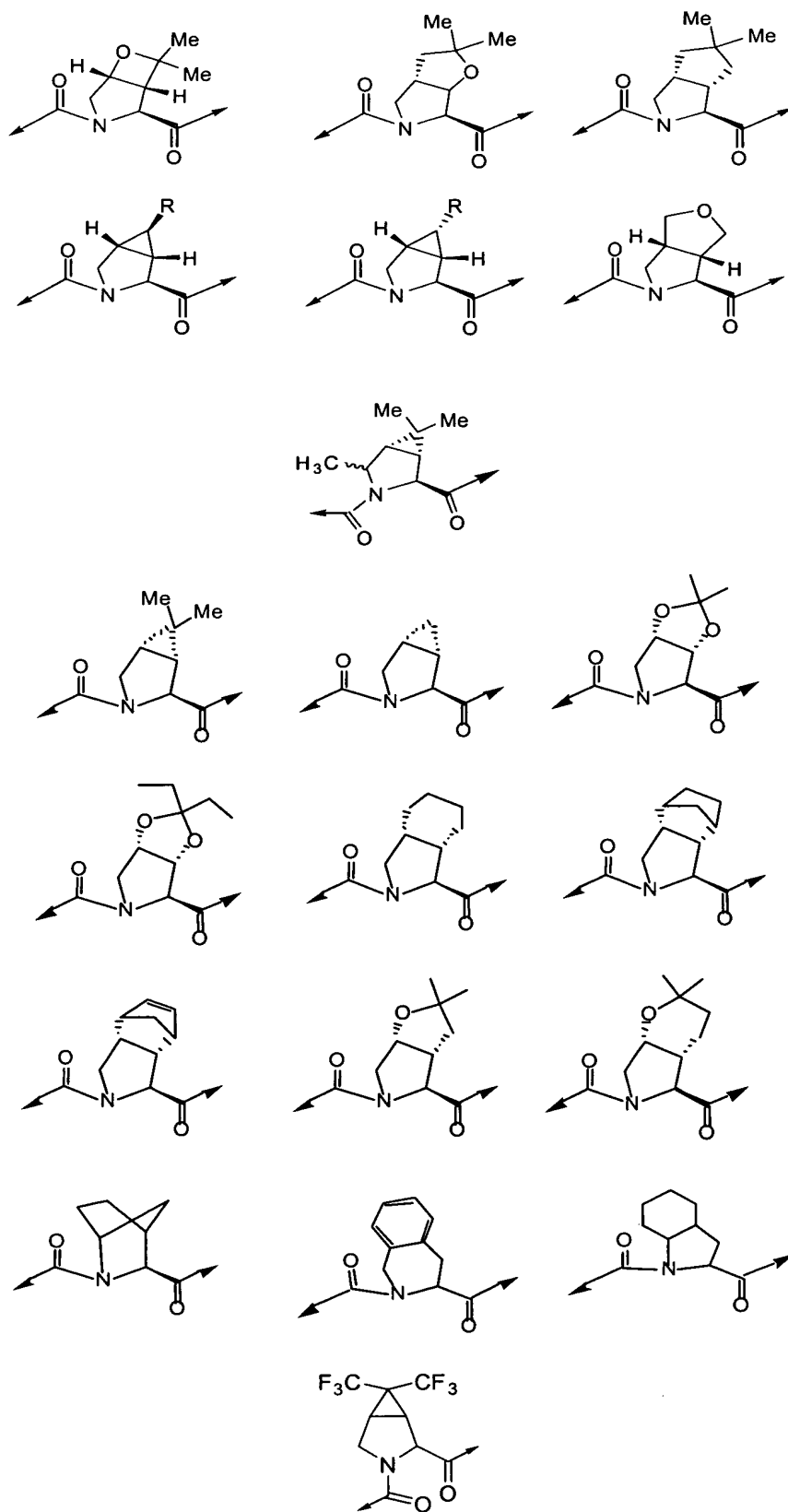
25. (original) The compound of claim 14, wherein:

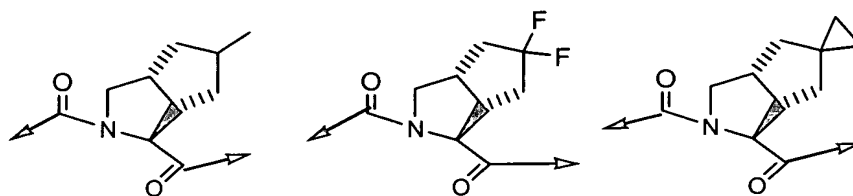
c

wherein G and J are independently selected from the group consisting of $(CH_2)_p$, $(CHR)_p$, $(CHR-CHR')_p$, and $(CRR')_p$; A and M are independently selected from the group consisting of O, S, SO_2 , NR, $(CH_2)_p$, $(CHR)_p$, $(CHR-CHR')_p$, and $(CRR')_p$; and Q is CH_2 , CHR, CRR', NH, NR, O, S, SO_2 , NR, $(CH_2)_p$, $(CHR)_p$, and $(CRR')_p$.

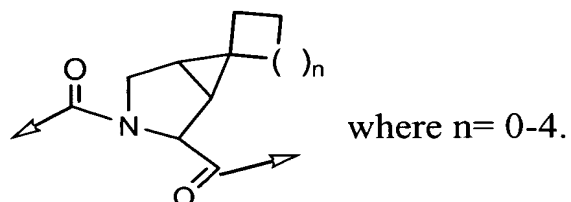
26. (original) The compound of claim 25, wherein structure c is selected from the following structures:



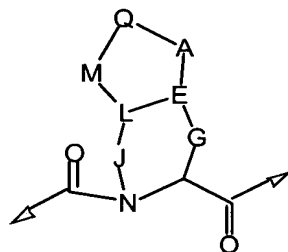




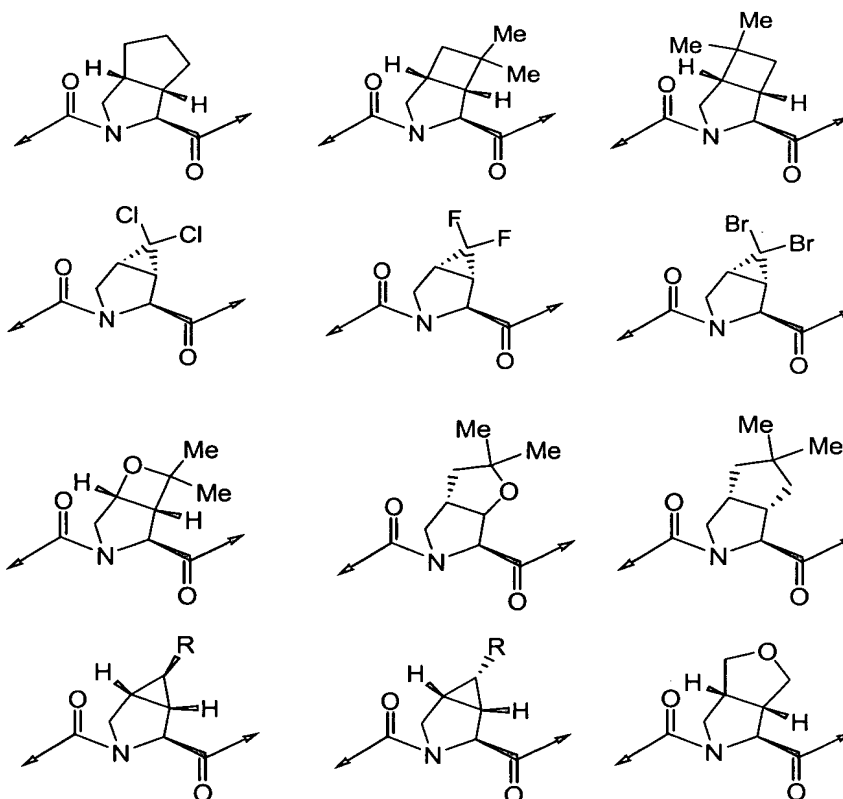
and

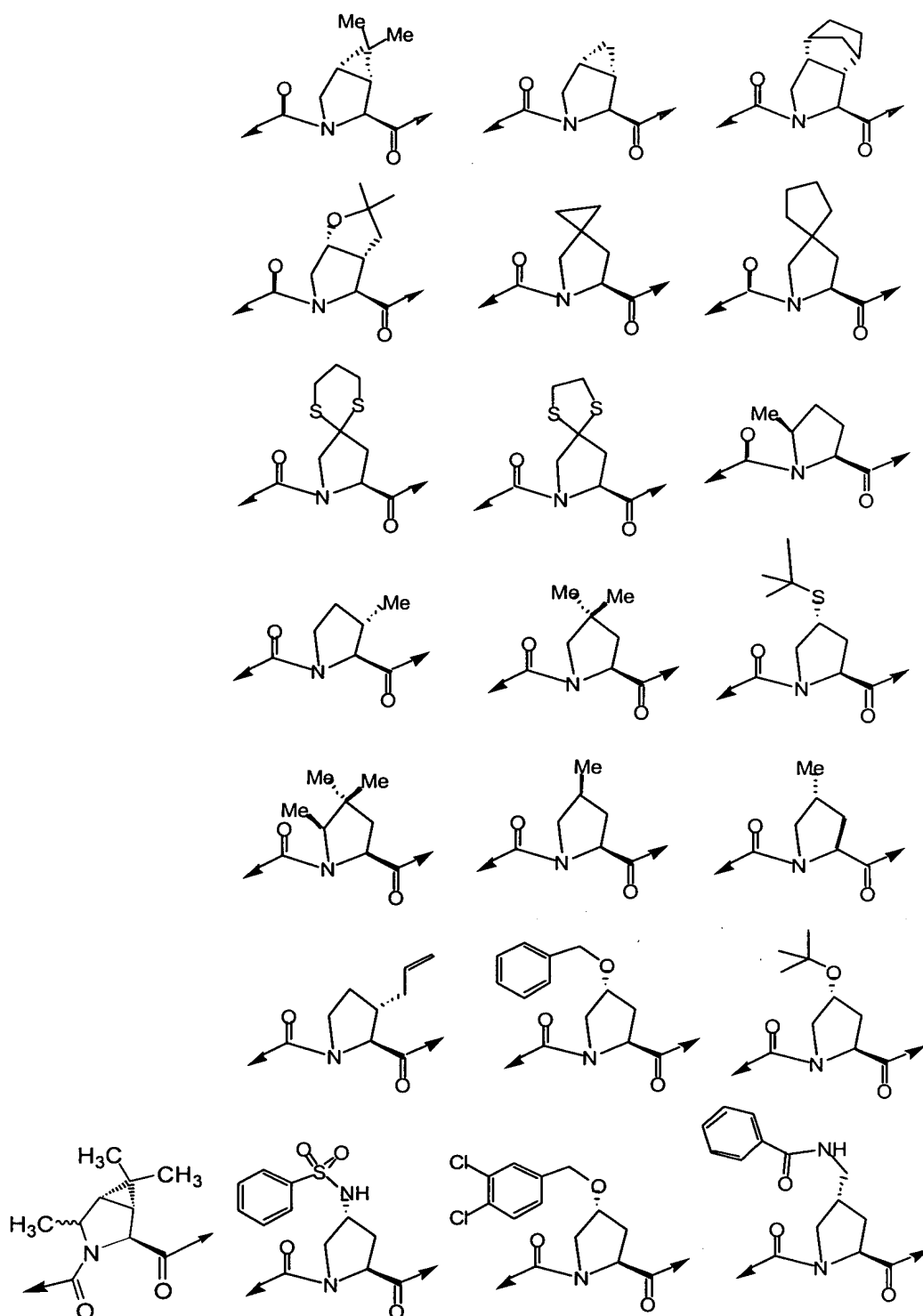


27. (original) The compound of claim 14, wherein:

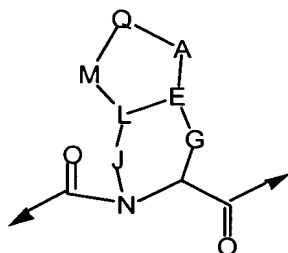


is selected from the following structures:

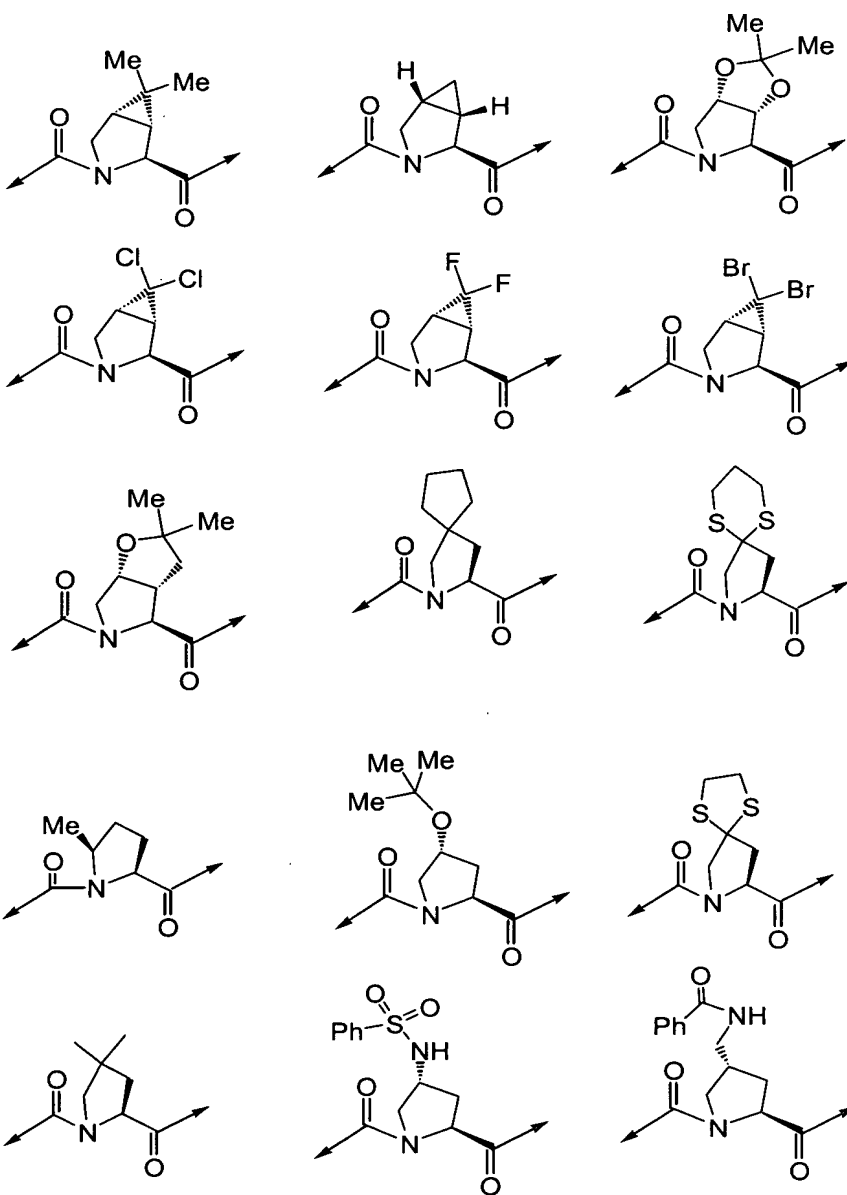




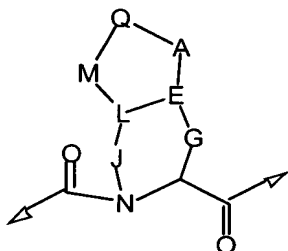
28. (original) The compound of claim 27, wherein:



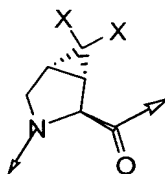
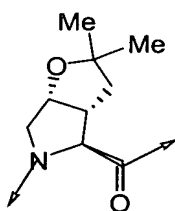
is selected from the following structures:



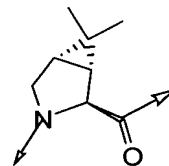
29. (previously presented) The compound of claim 27, wherein:



is selected from the following structures:



X = F, Cl, Br



30. (original) A pharmaceutical composition comprising as an active ingredient a compound of claim 1.

31. (previously presented) The pharmaceutical composition of claim 30 suitable for use in treating disorders associated with hepatitis C virus.

32. (original) The pharmaceutical composition of claim 30 additionally comprising a pharmaceutically acceptable carrier.

33. (original) The pharmaceutical composition of claim 32, additionally containing an antiviral agent.

34. (previously presented) The pharmaceutical composition of claim 33, further containing an interferon.

35. (original) The pharmaceutical composition of claim 34, wherein said antiviral agent is ribavirin and said interferon is α -interferon or pegylated interferon.

36. (previously presented) A method of treating disorders associated with the hepatitis C virus, said method comprising administering to a patient in need of such treatment a

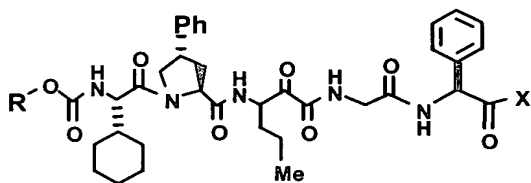
pharmaceutical composition which comprises therapeutically effective amounts of a compound of claim 1.

37. (original) The method of claim 36, wherein said administration is oral or subcutaneous.

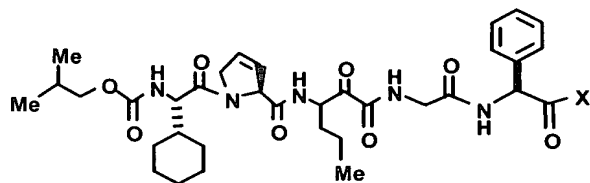
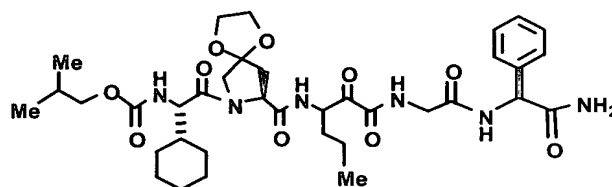
38. (previously presented) A compound of claim 1 suitable for use in the manufacture of a medicament to treat disorders associated with the hepatitis C virus.

39. (previously presented) A method of preparing a pharmaceutical composition for treating the disorders associated with the hepatitis C virus, said method comprising bringing into intimate contact a compound of claim 1 and a pharmaceutically acceptable carrier.

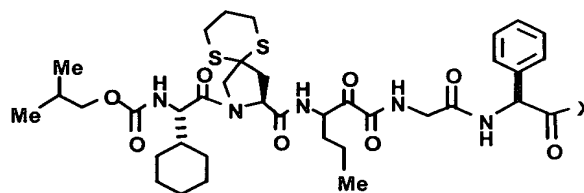
40. (previously presented) A compound exhibiting hepatitis C virus protease inhibitory activity, including enantiomers, stereoisomers, rotamers, tautomers, racemates and prodrug of said compound, and pharmaceutically acceptable salts or solvates of said compound, or of said prodrug, said compound being selected from the compounds of structures listed below:



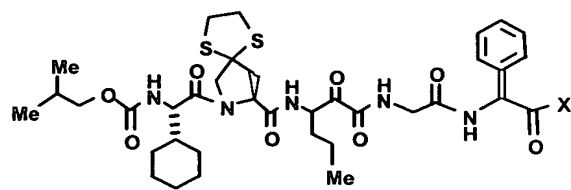
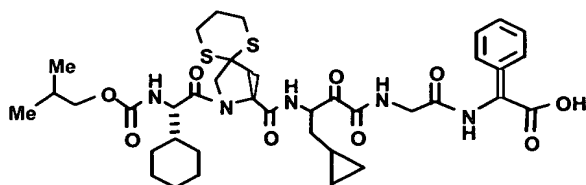
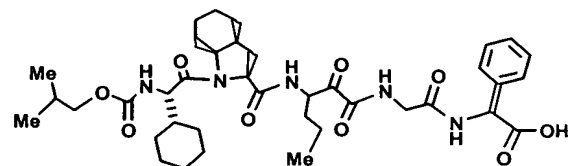
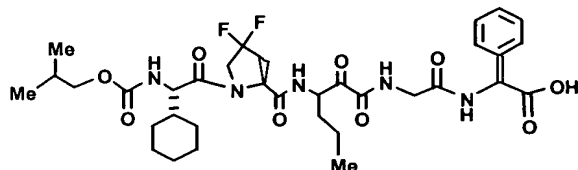
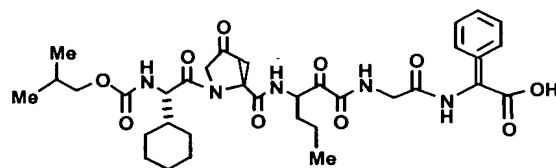
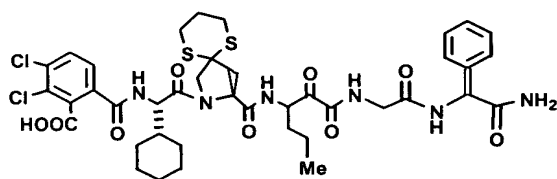
(R = t-butyl, X = NH₂)
 (R = Isobutyl, X = NH₂) (R = t-butyl, X = OH)
 (R = Trichloroethyl, X = OH)



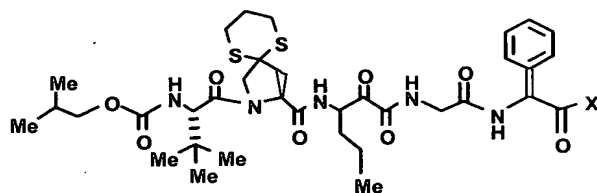
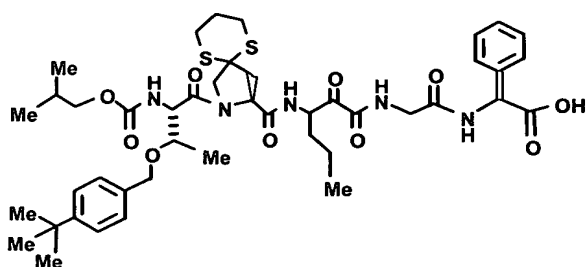
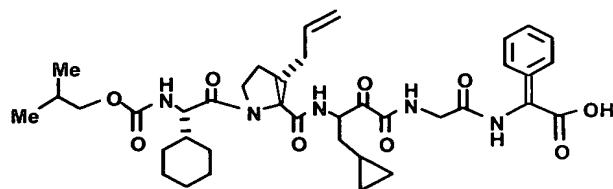
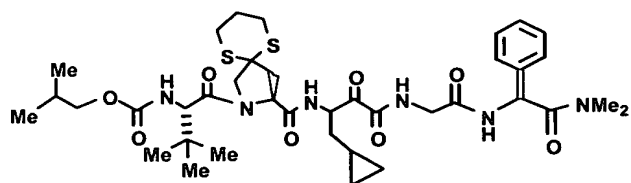
(X = O^tBu)
 (X = OH)



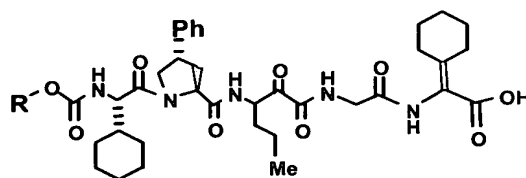
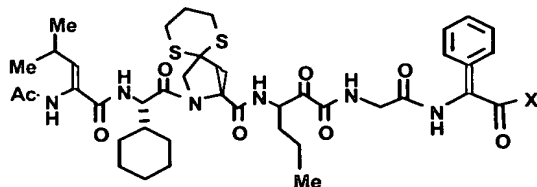
(X = OH)
 (X = O^tBu) (X = NH₂)
 (X = NHMe) (X = NMe₂)



(X = NH₂) (X = NHMe)
(X = NMe₂) (X = OH)

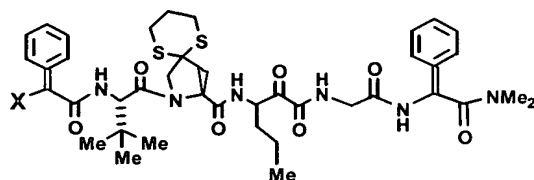
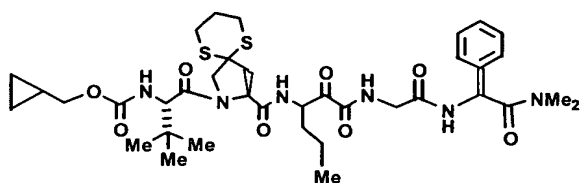


(X = O^tBu) (X = NH₂)
(X = OH) (X = NMe₂)



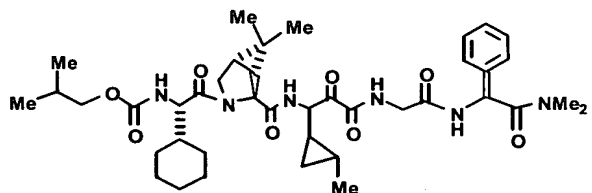
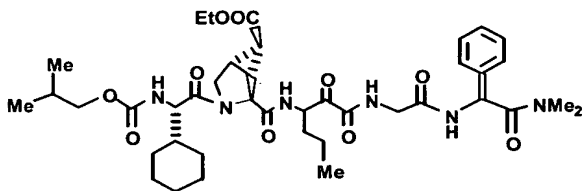
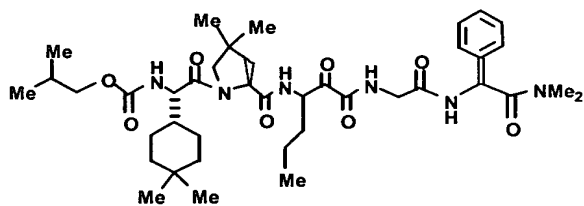
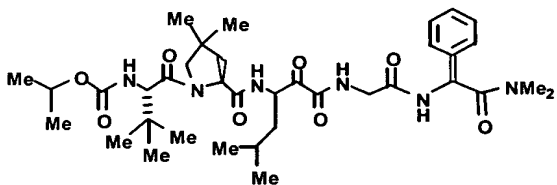
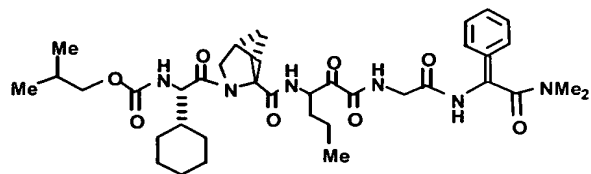
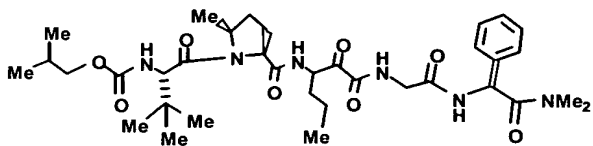
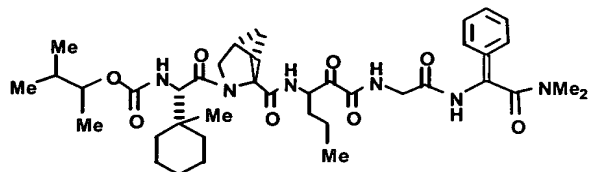
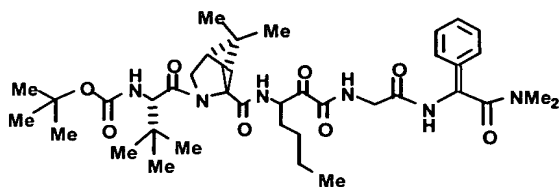
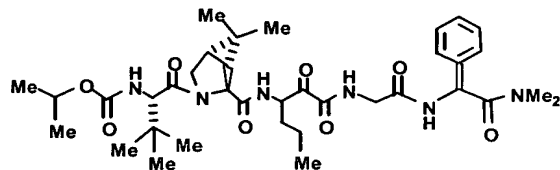
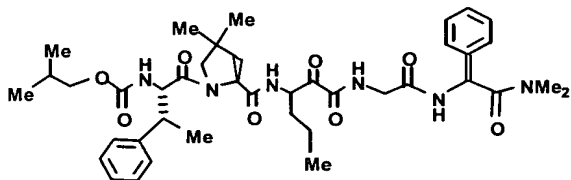
(X = O^tBu) (X = NH₂) (X = NMe₂)
(X = OH) (X = NMeOMe)

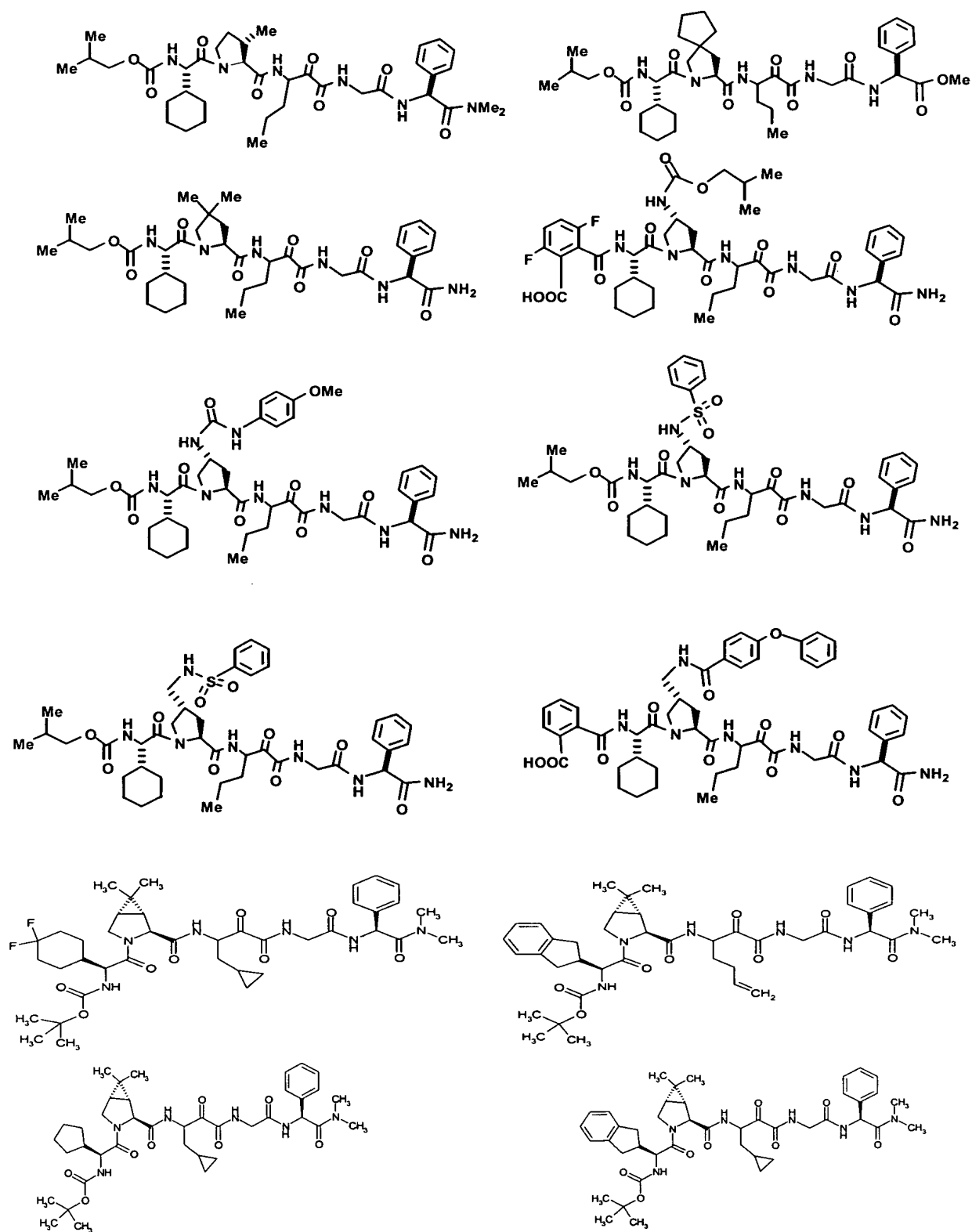
(R = t-butyl)
(R = Isobutyl)

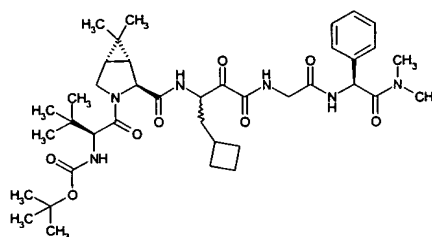
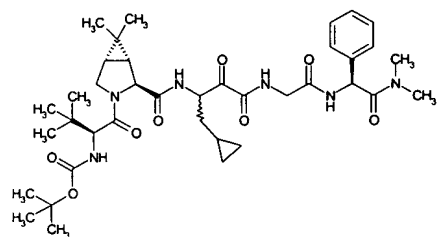
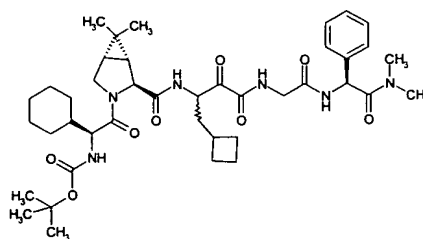
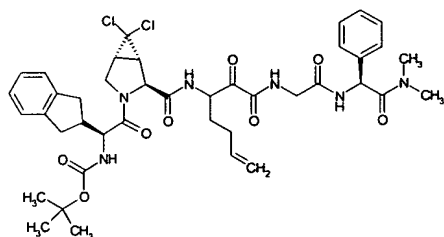
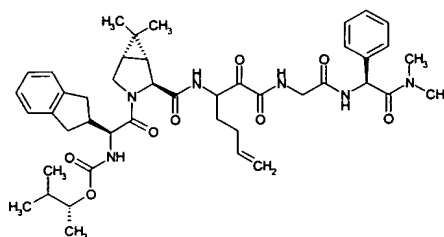
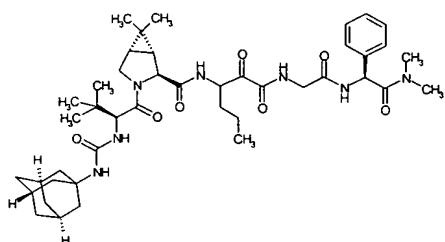
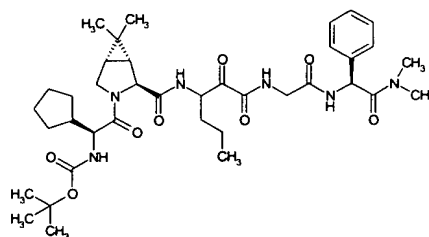
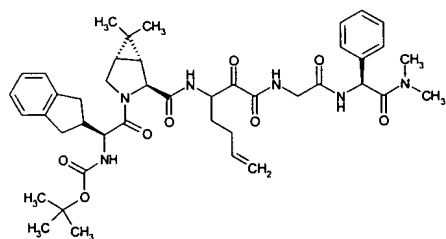


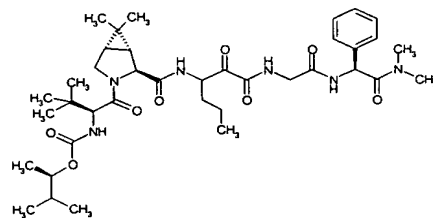
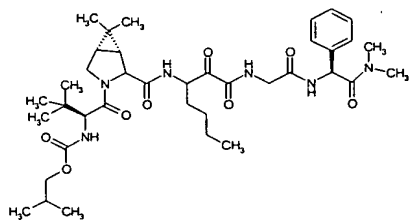
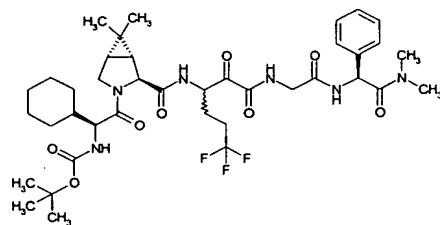
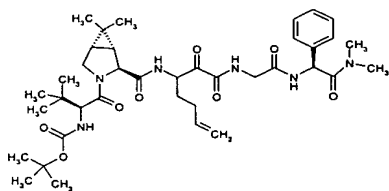
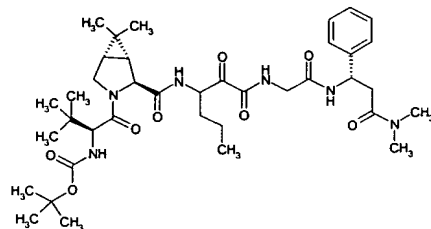
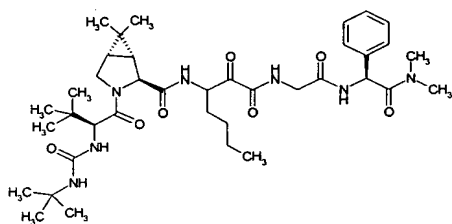
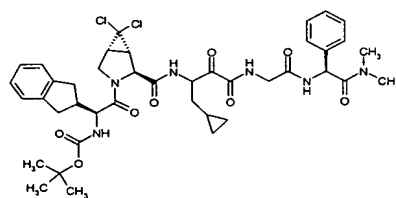
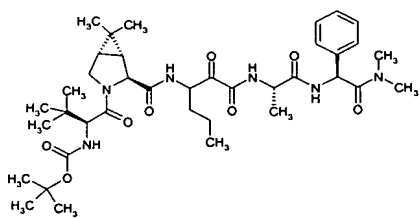
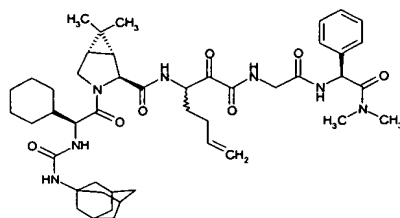
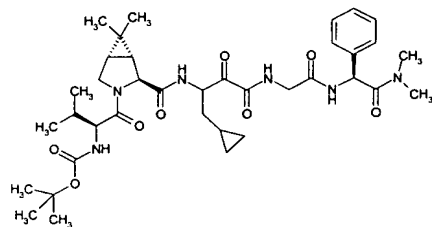
(X = Me, Y = CH₂Me)

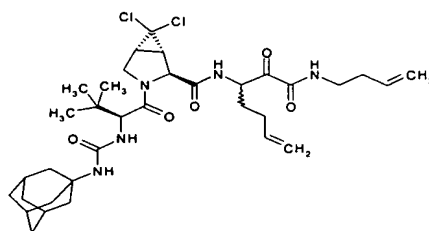
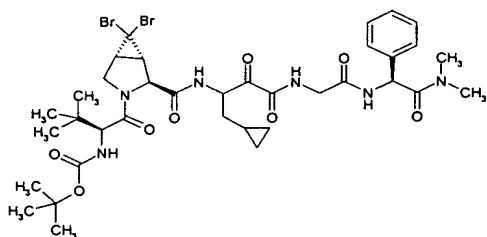
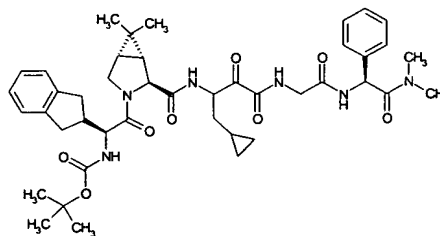
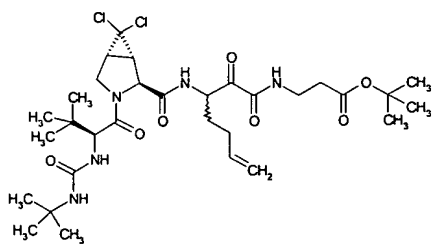
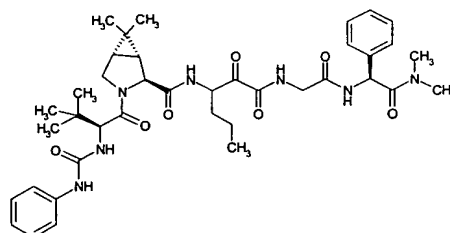
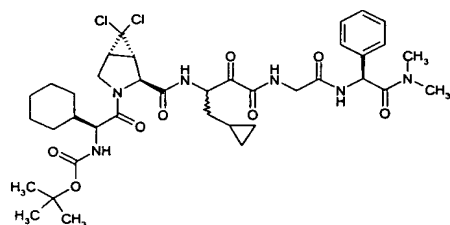
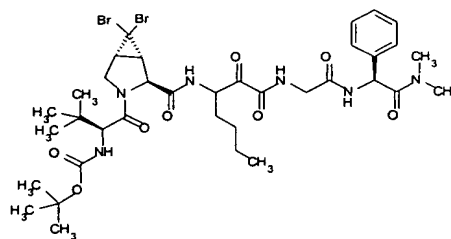
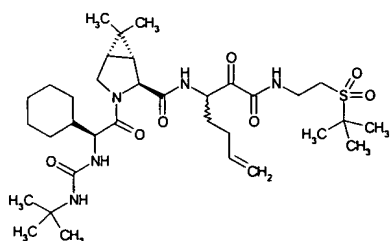
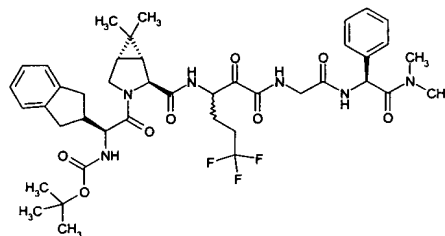
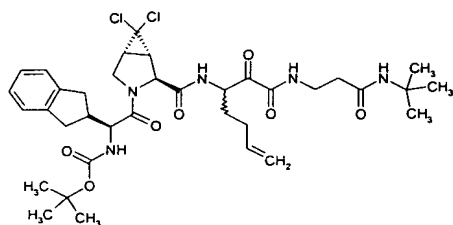
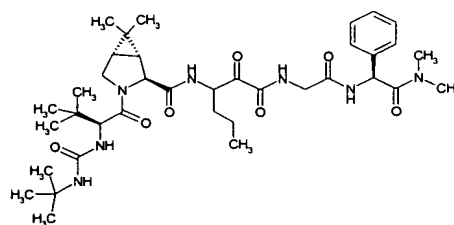
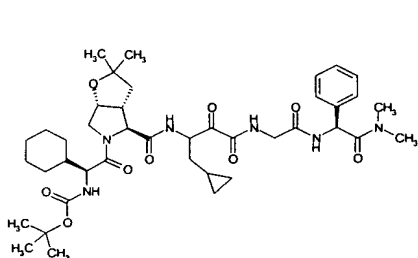
(X = OAc, Y = Me)

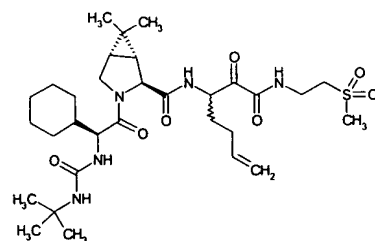
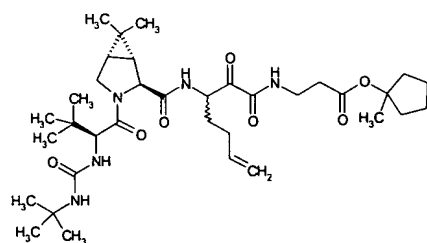
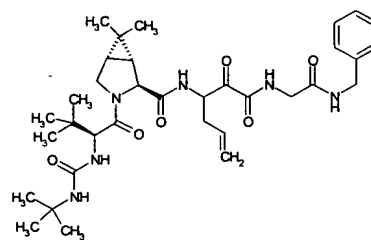
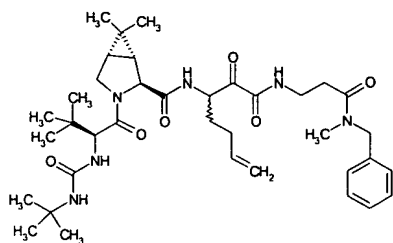
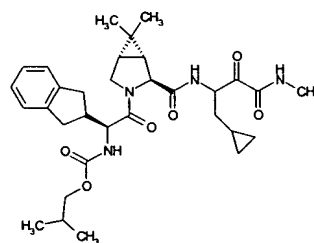
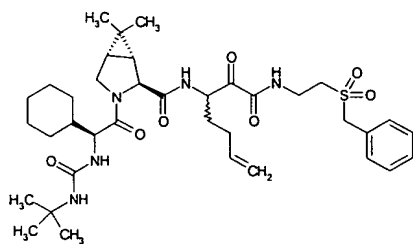
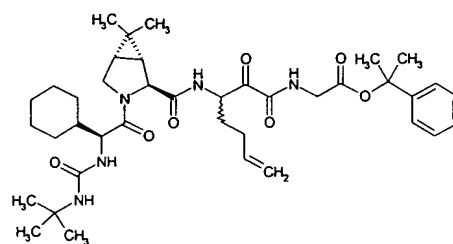
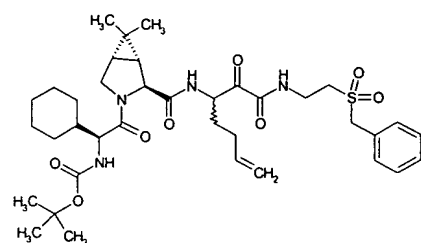
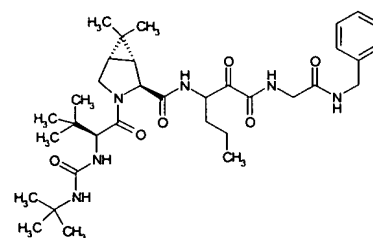
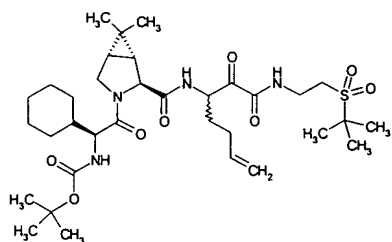
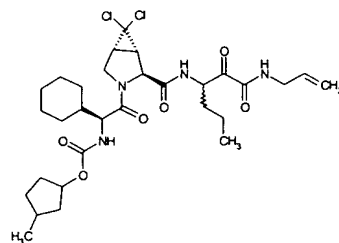
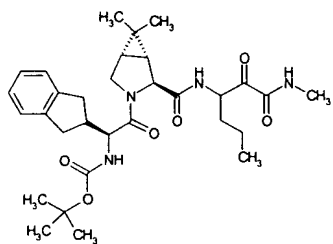


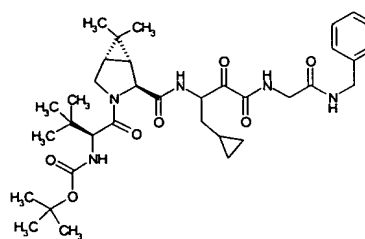
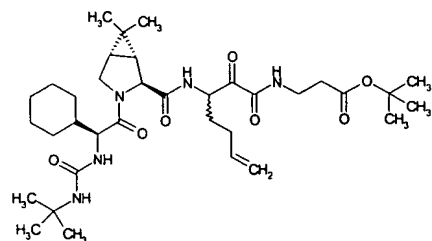
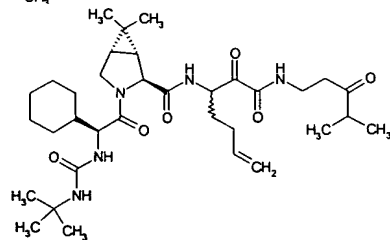
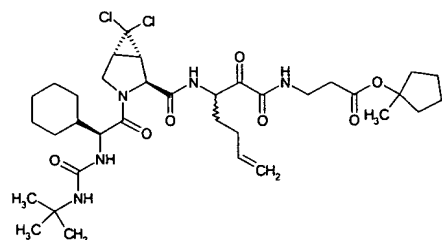
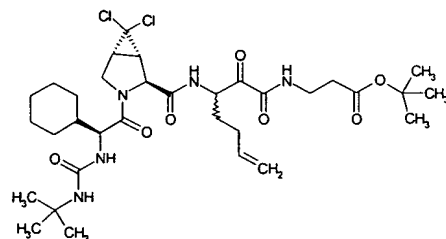
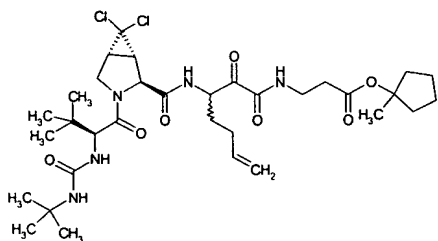
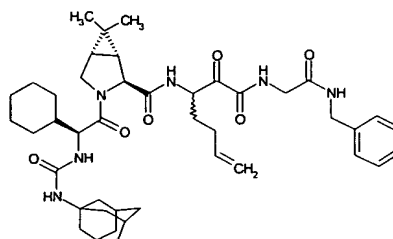
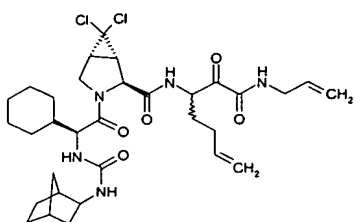
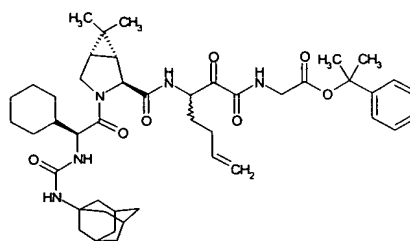
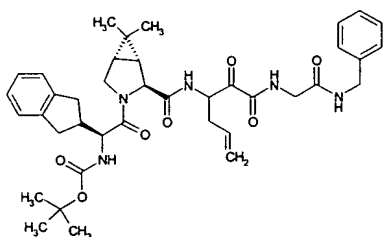
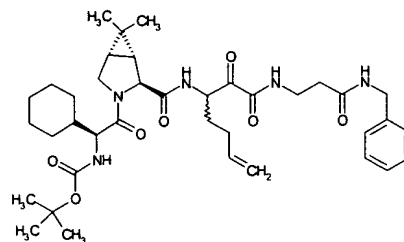
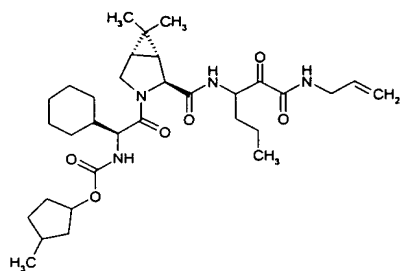


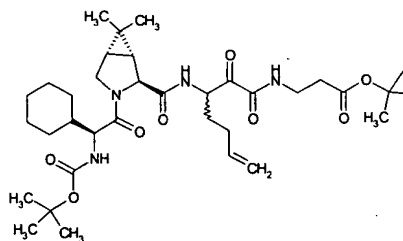
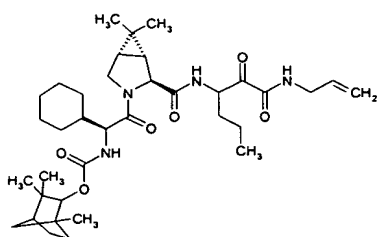
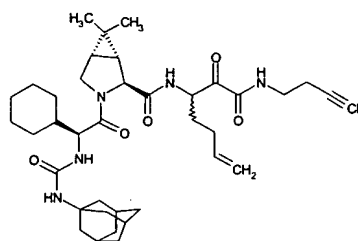
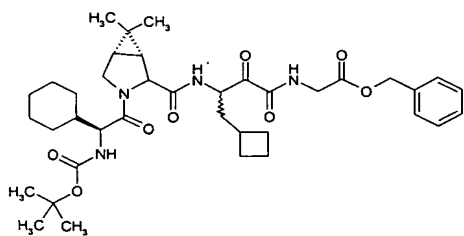
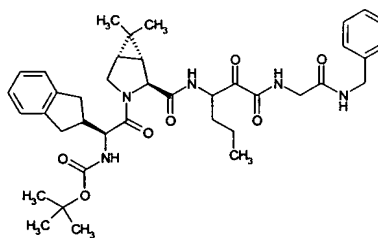
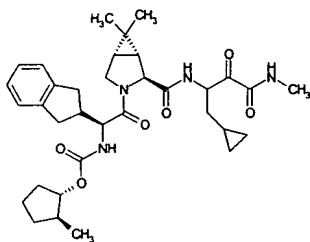
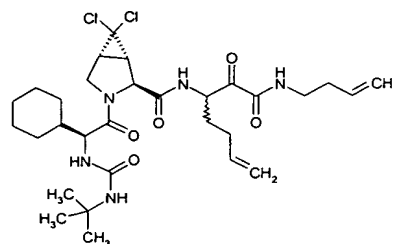
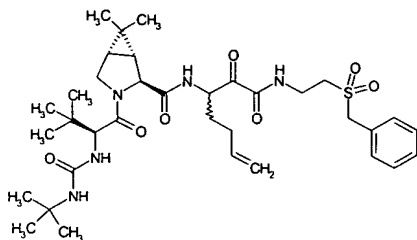
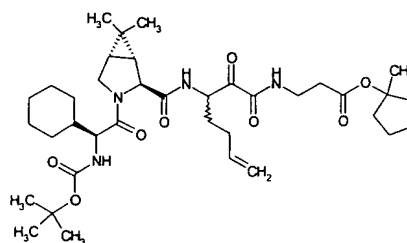
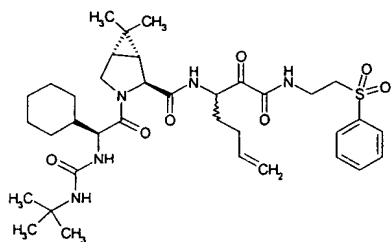
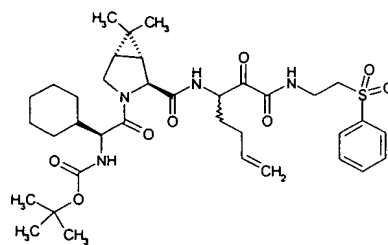
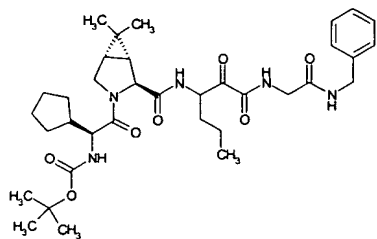


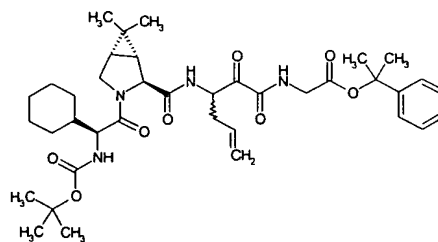
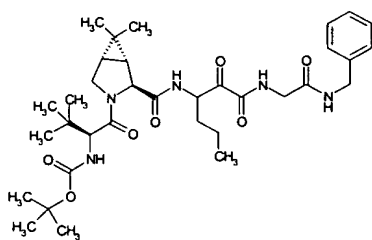
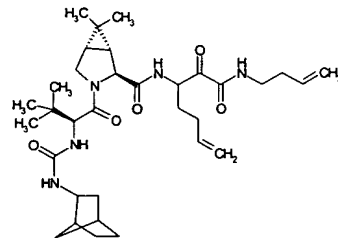
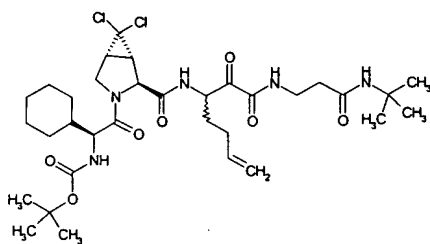
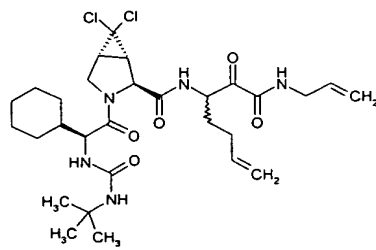
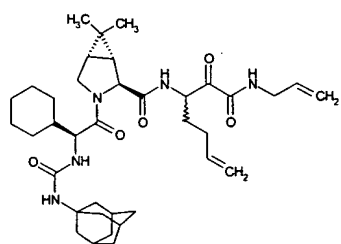
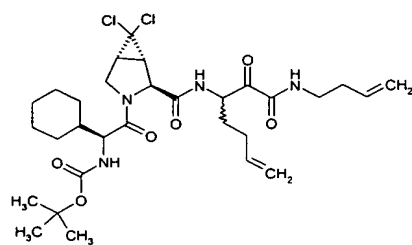
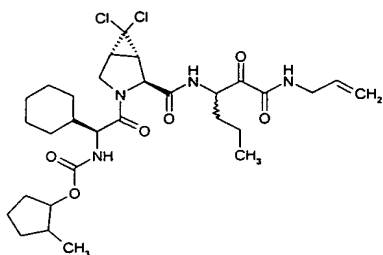
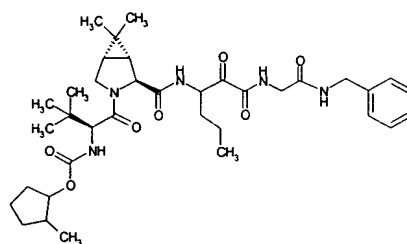
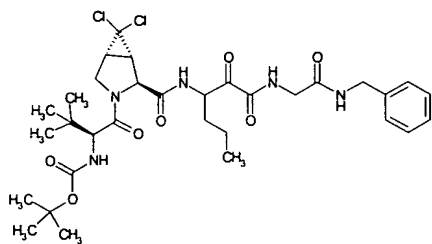
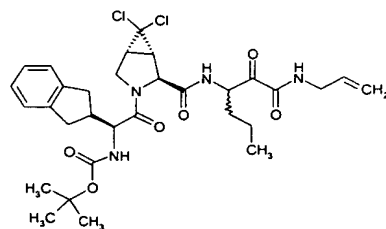
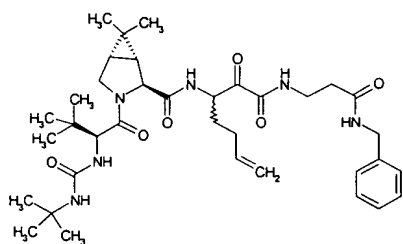


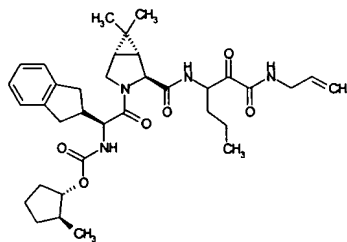
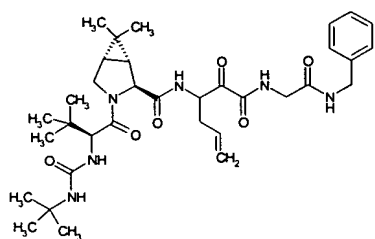
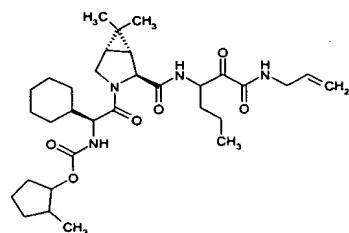
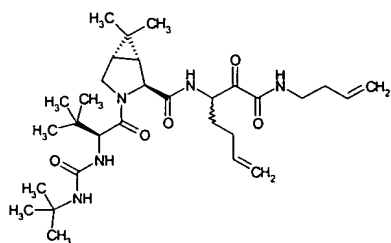
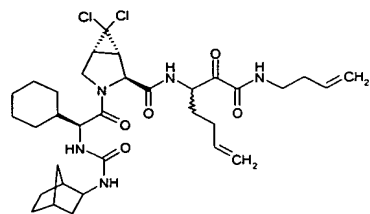
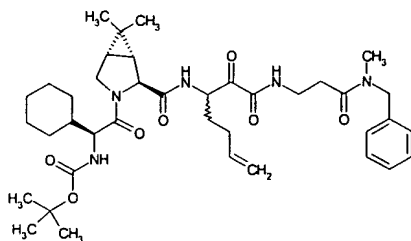
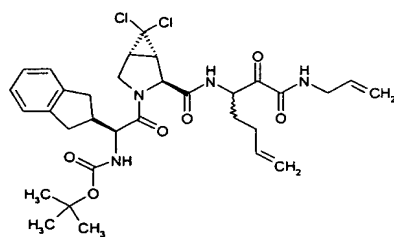
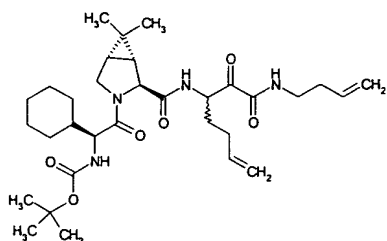
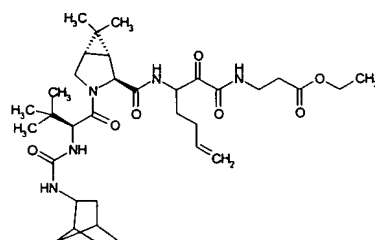
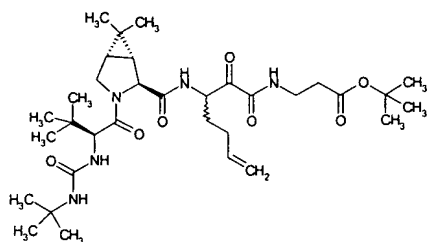
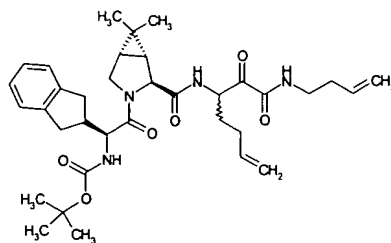
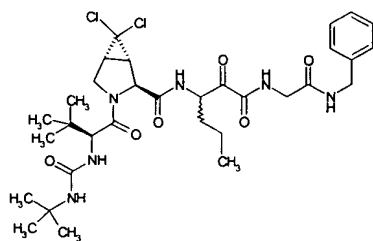


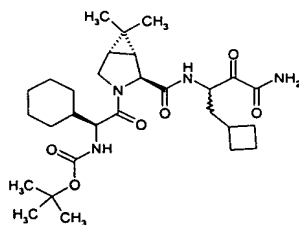
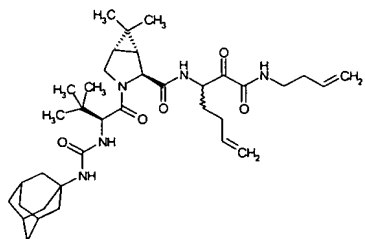
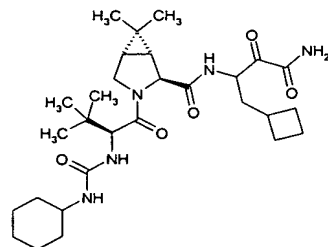
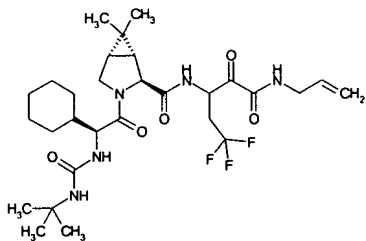
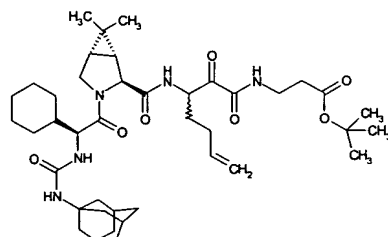
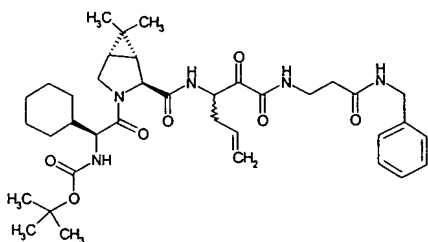
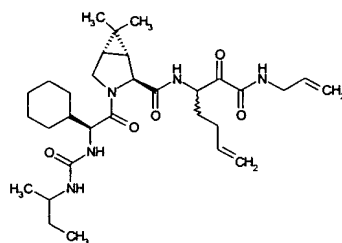
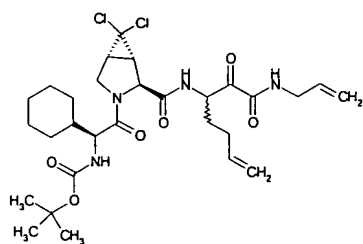
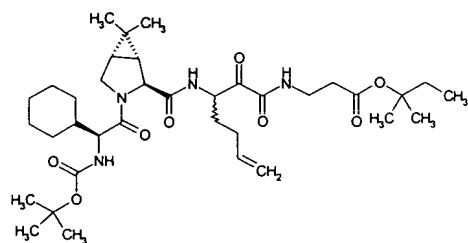
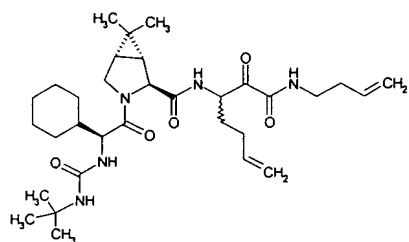
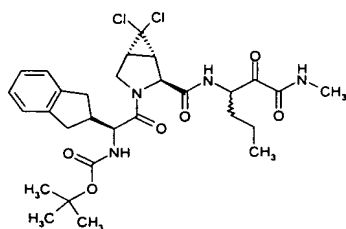
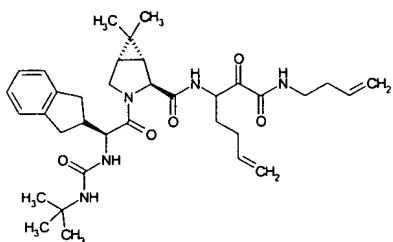


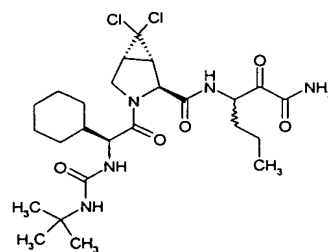
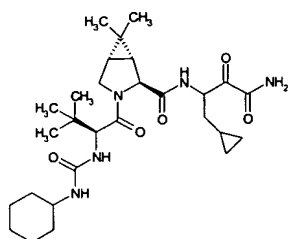
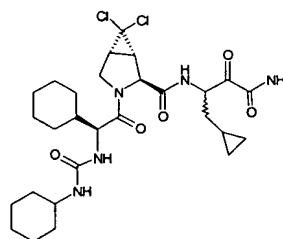
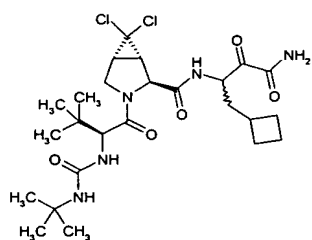
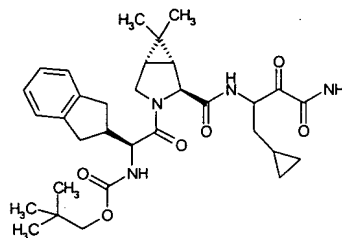
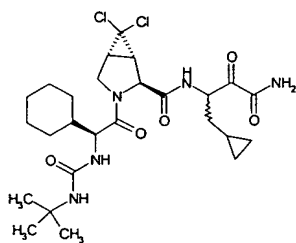
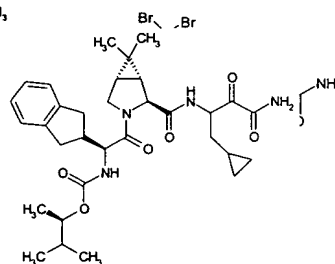
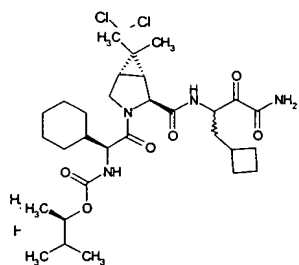
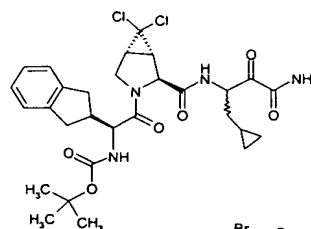
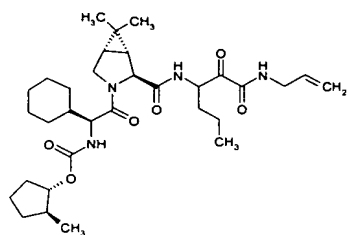


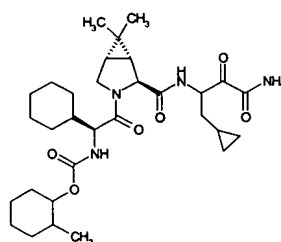
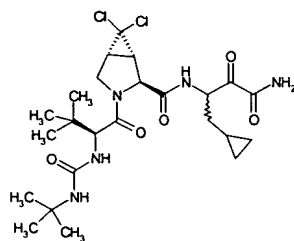
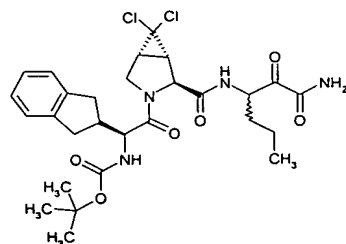
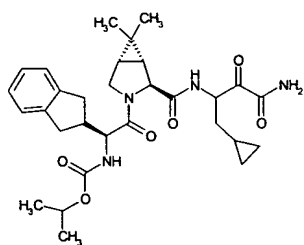
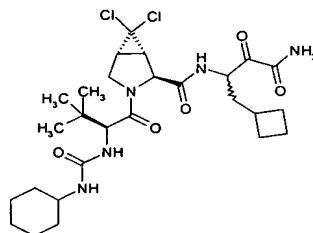
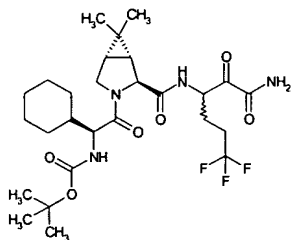
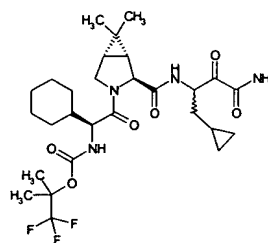
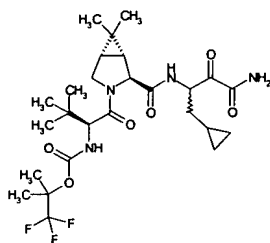
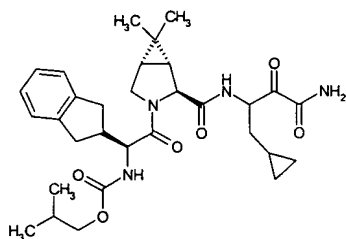
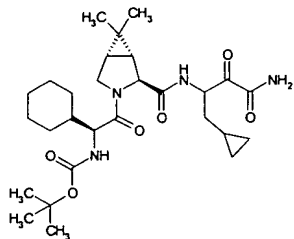
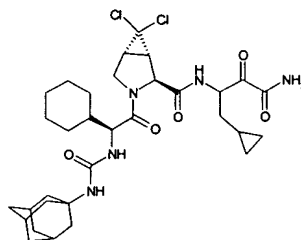
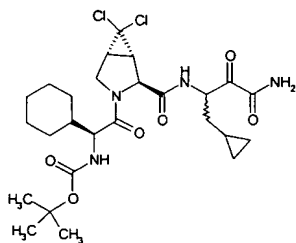


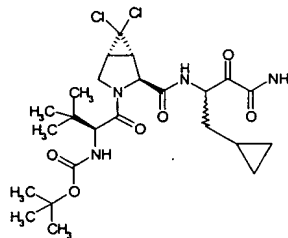
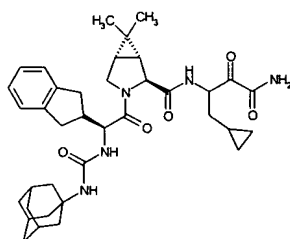
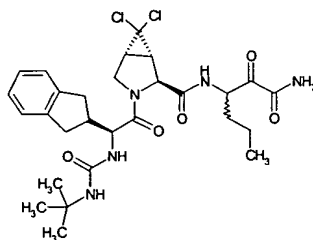
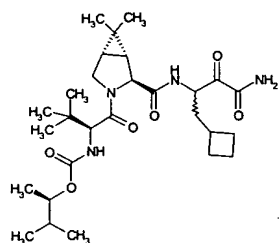
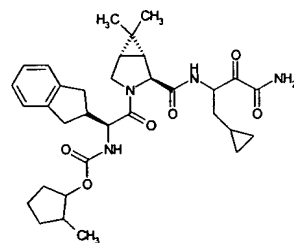
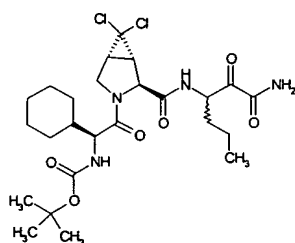
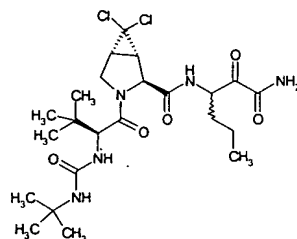
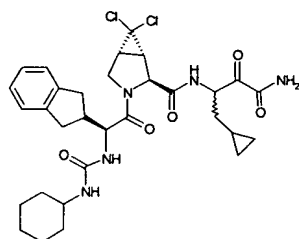
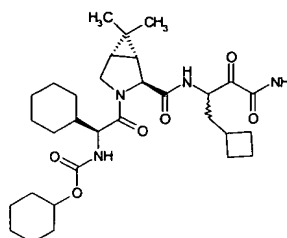
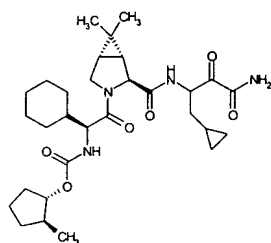
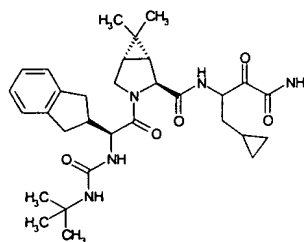
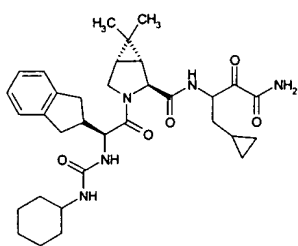


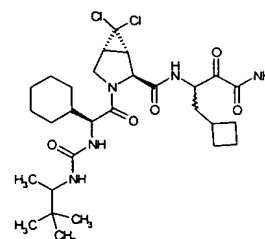
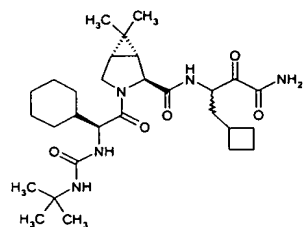
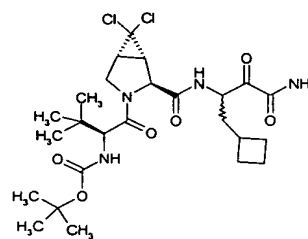
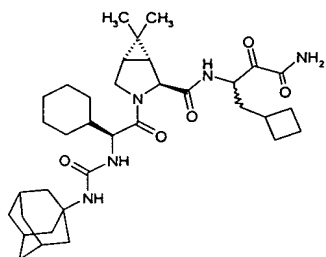
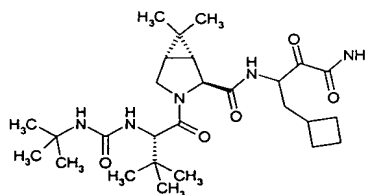
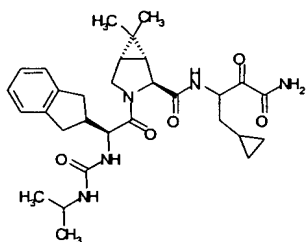
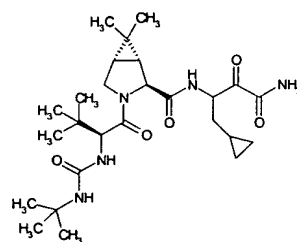
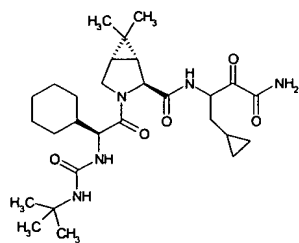
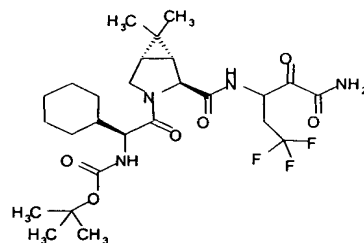
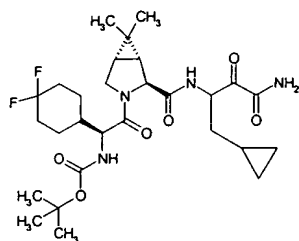
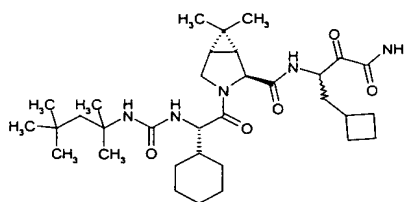
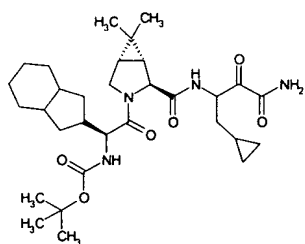


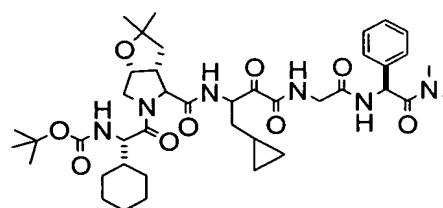
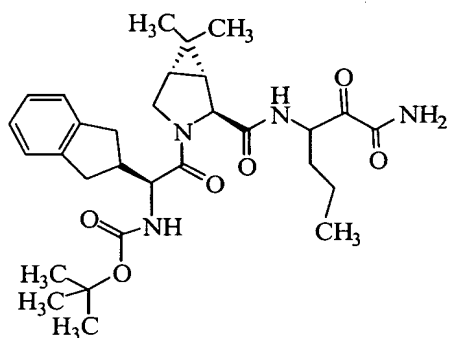
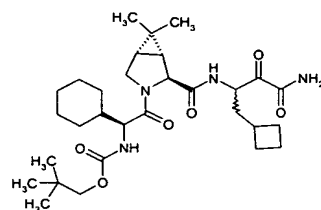
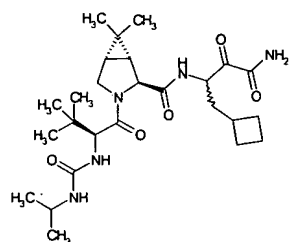
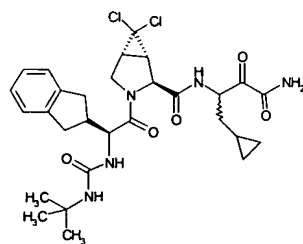
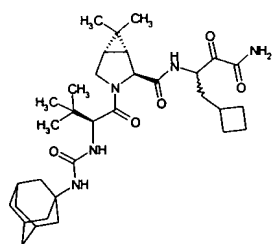
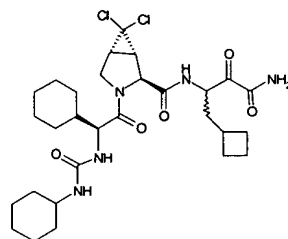
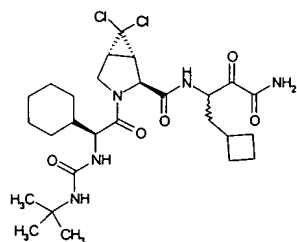


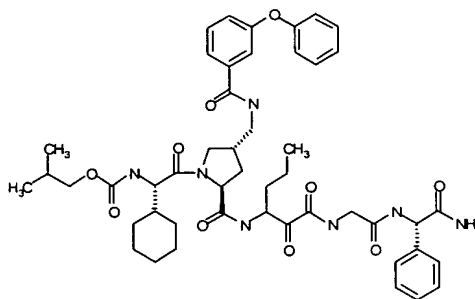
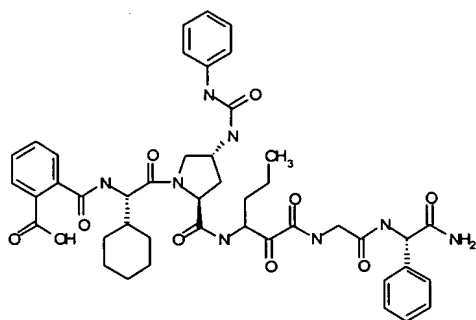
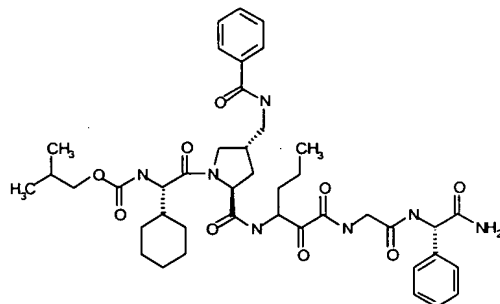
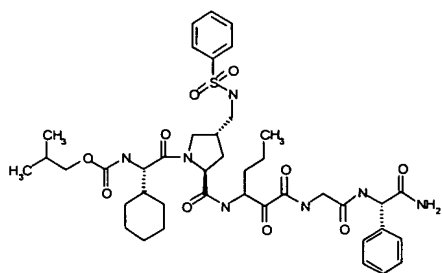
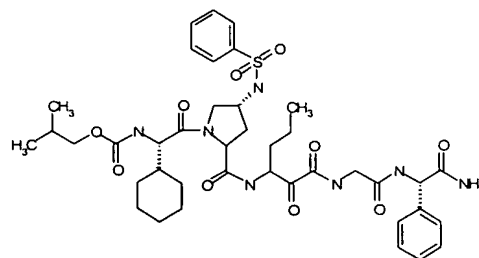
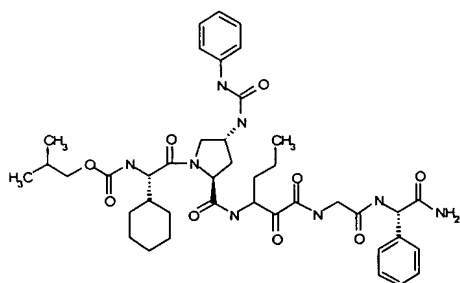
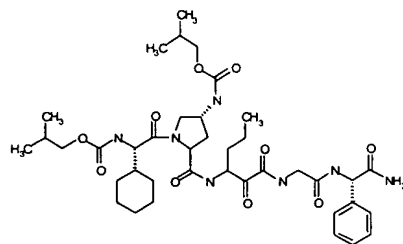
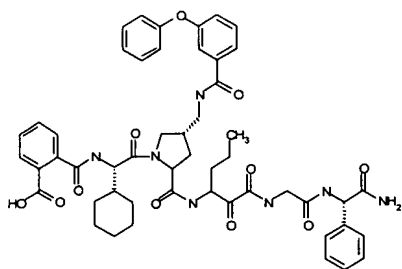


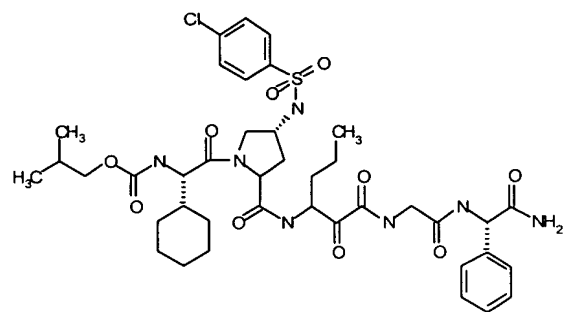
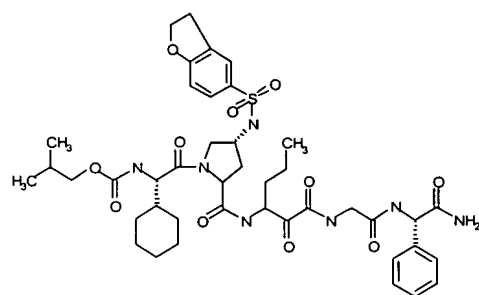
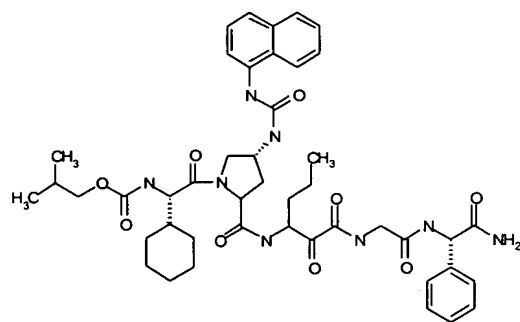
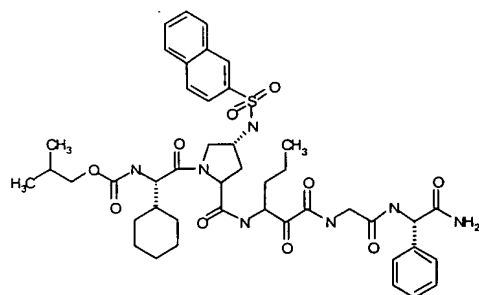
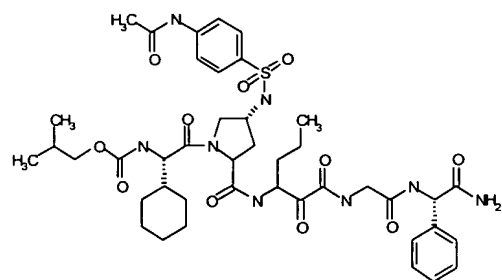
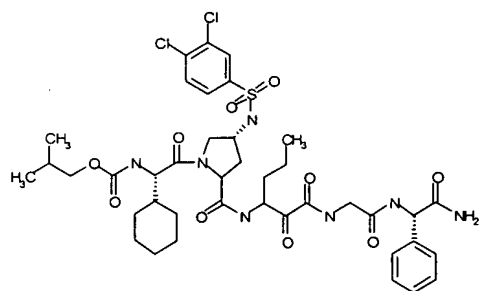
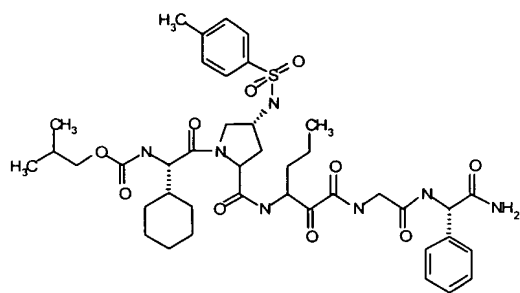
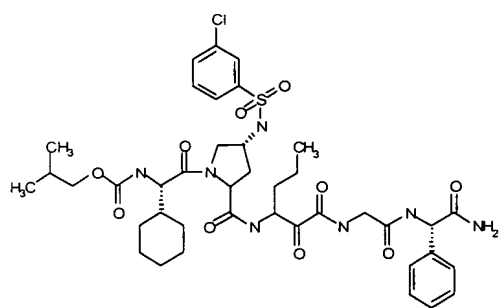


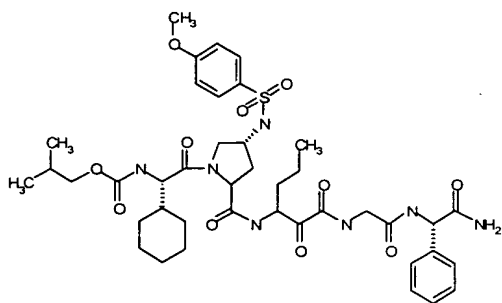
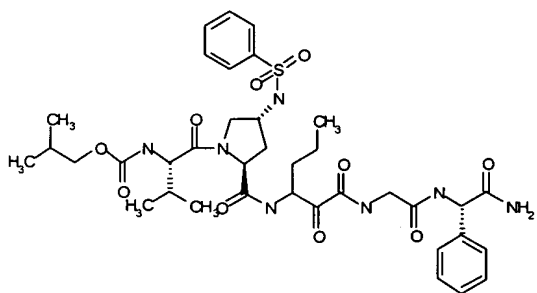
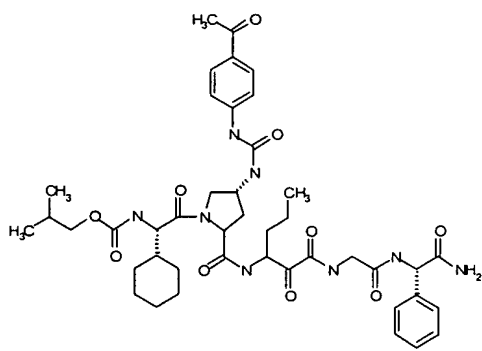
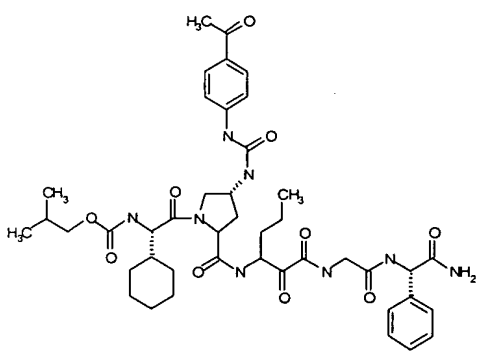
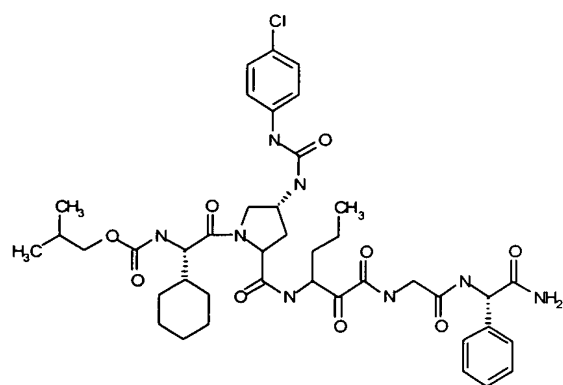
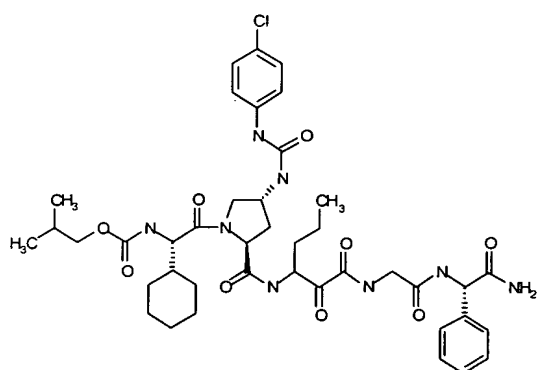
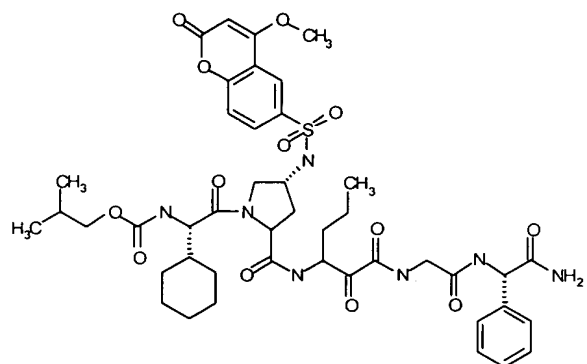
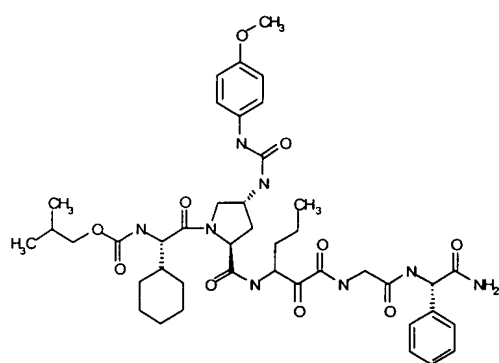




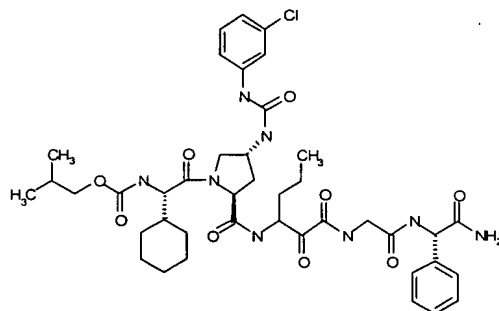
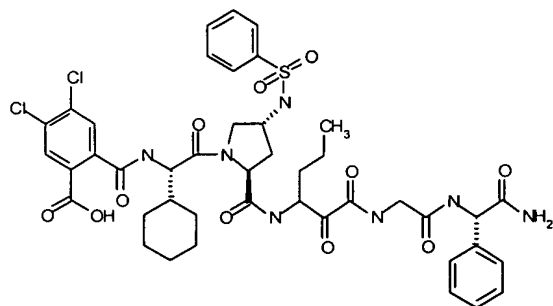
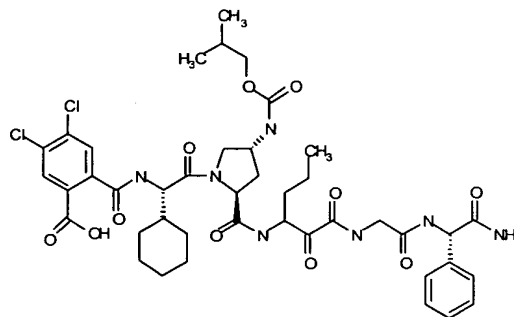
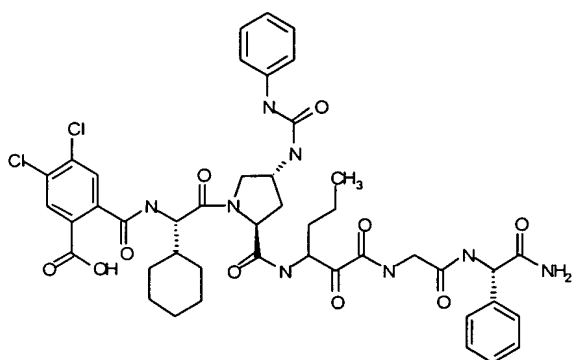
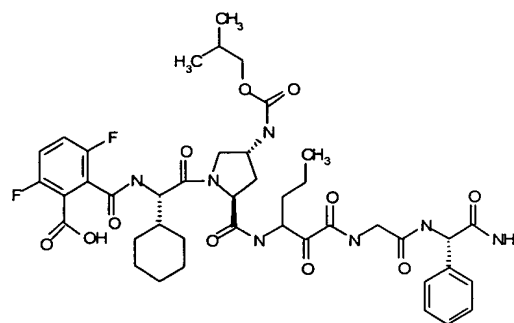
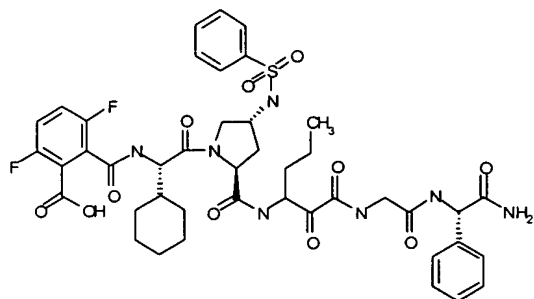
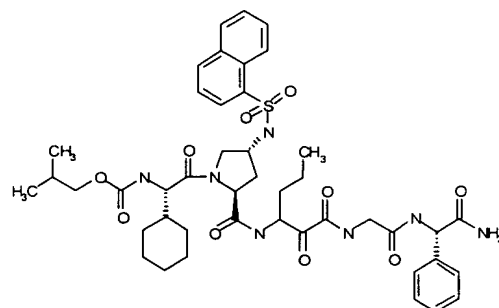
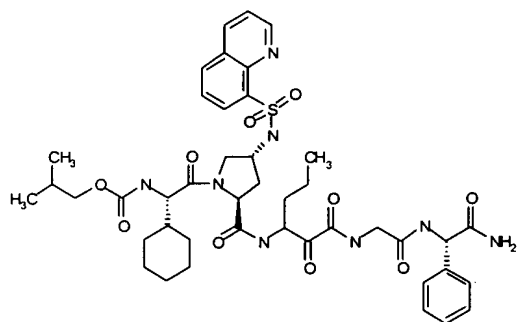


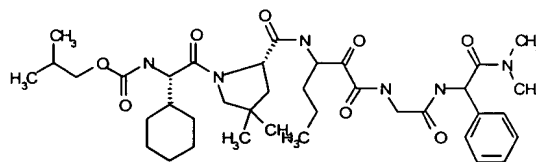
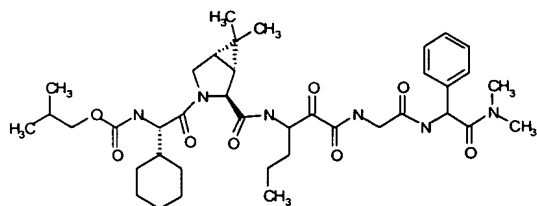
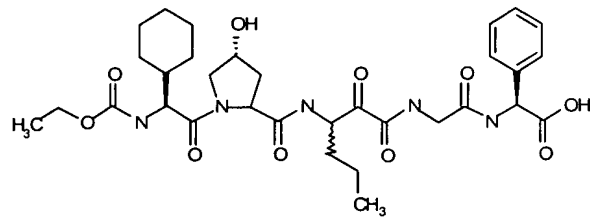
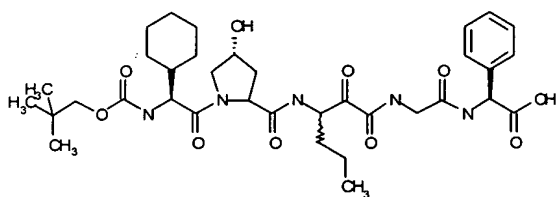
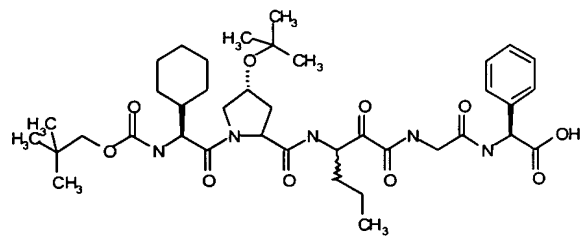
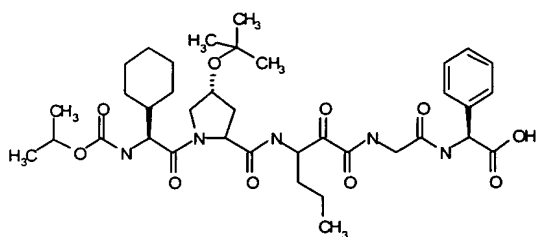
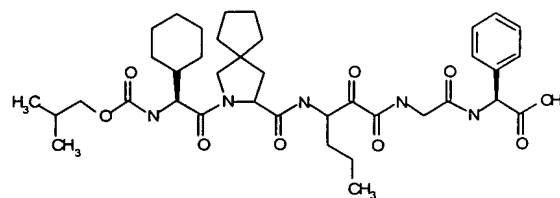
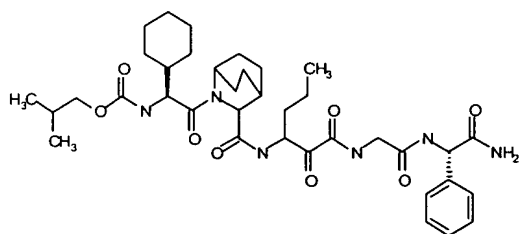
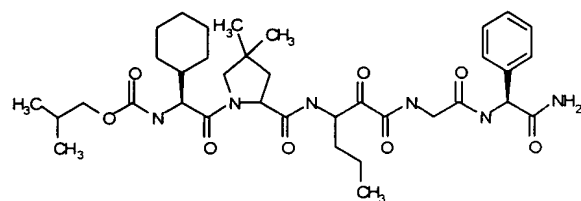
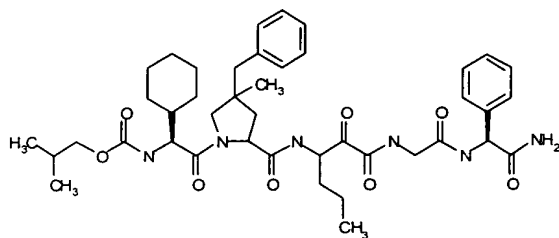
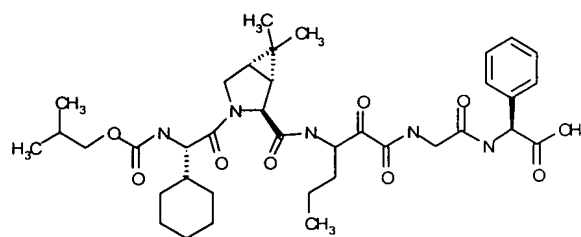
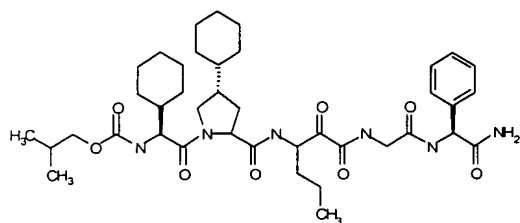


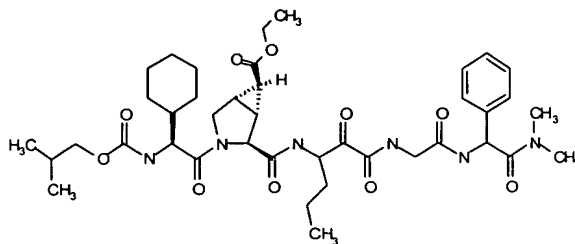
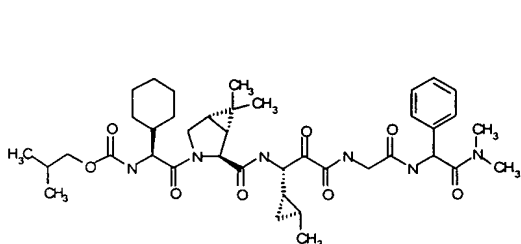
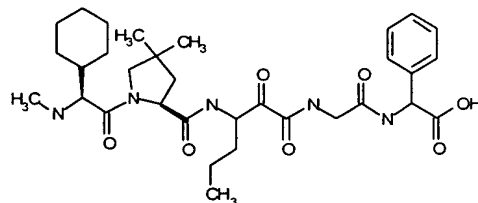
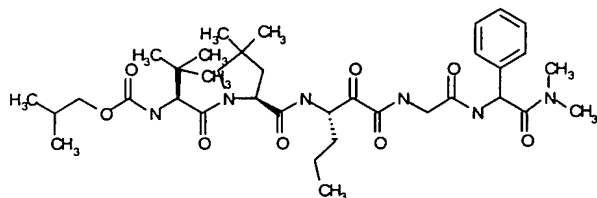
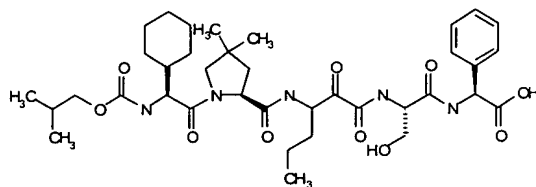
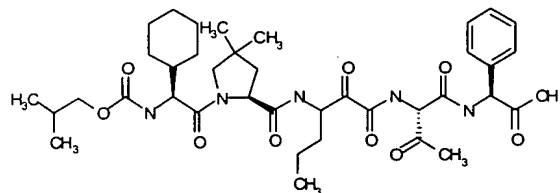
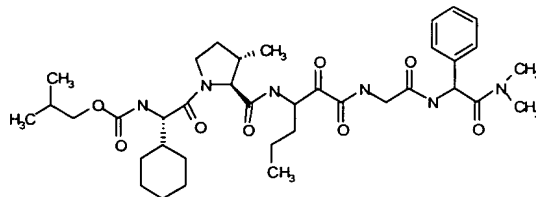
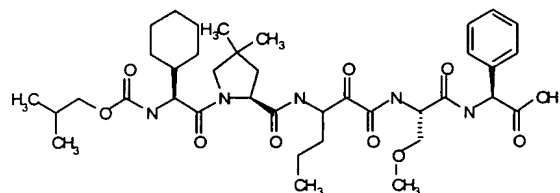
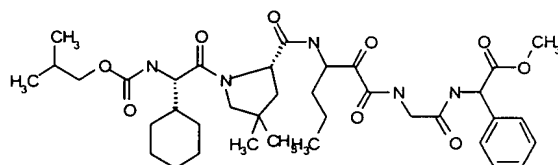
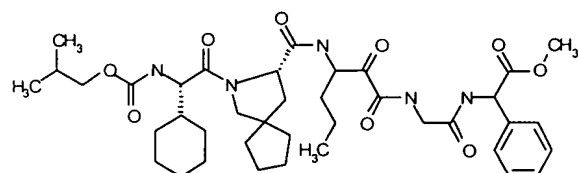
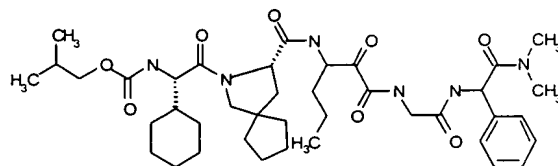
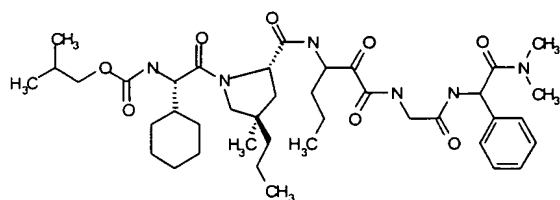


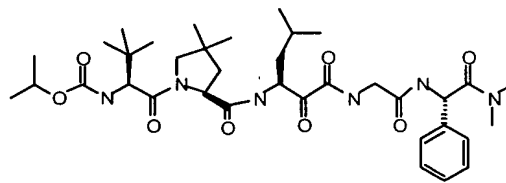
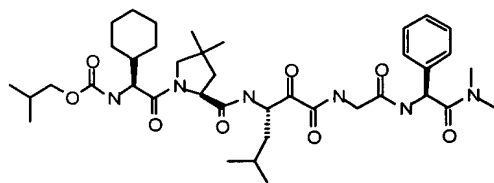
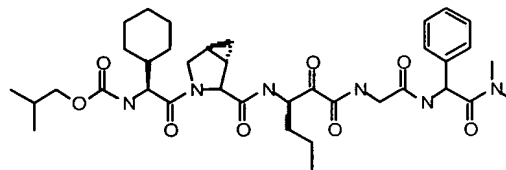
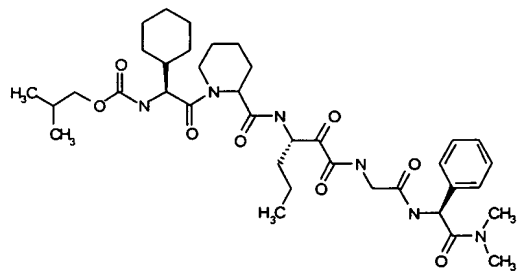
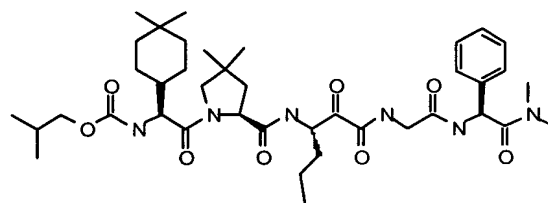
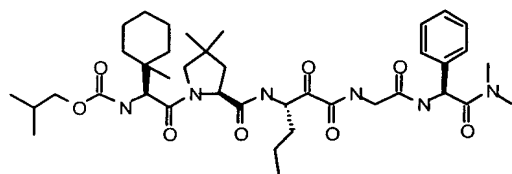
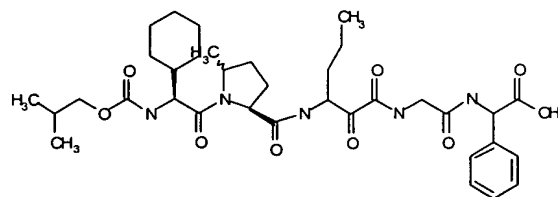
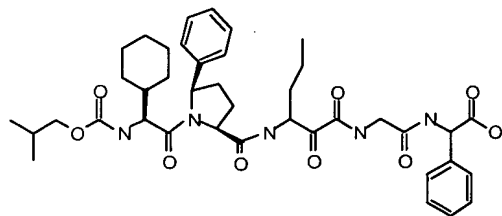
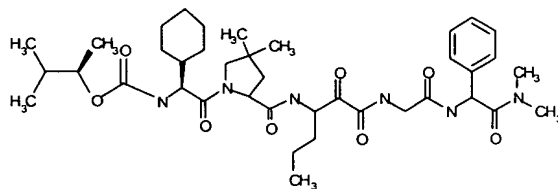
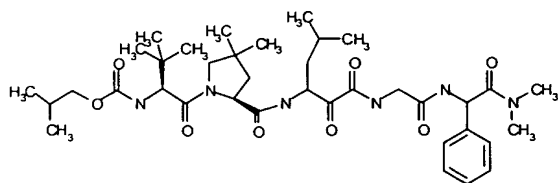
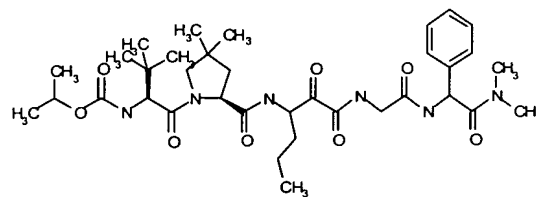
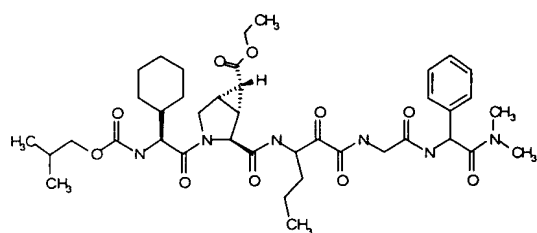


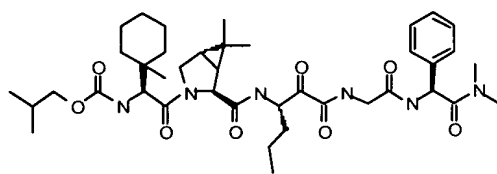
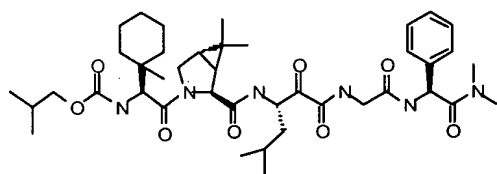
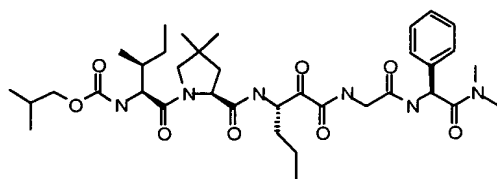
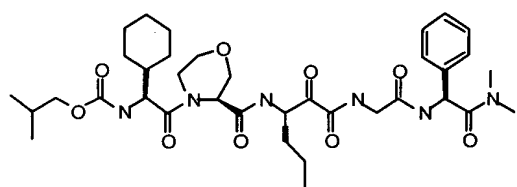
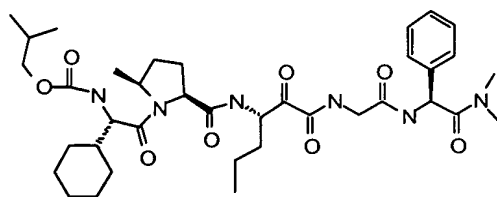
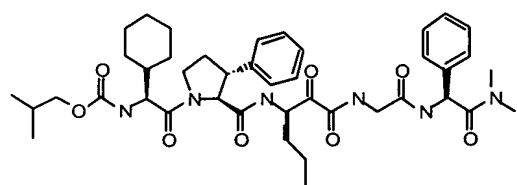
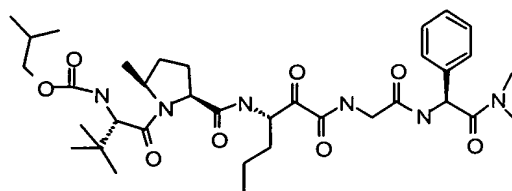
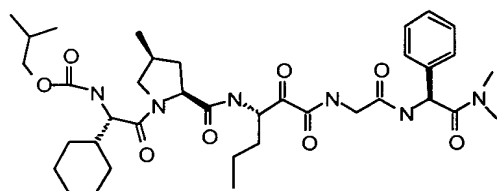
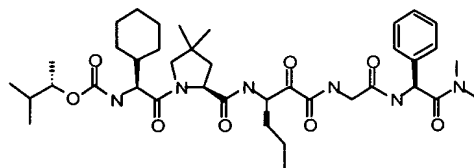
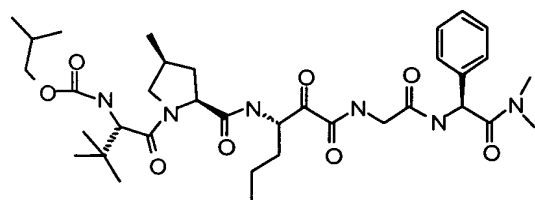
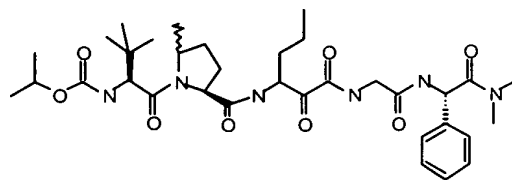
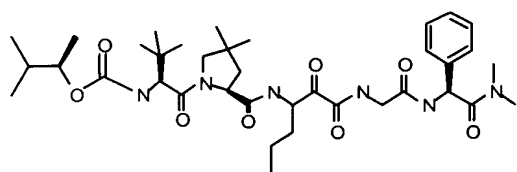
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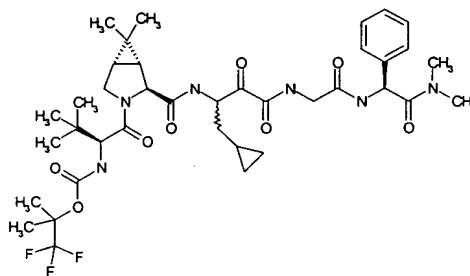
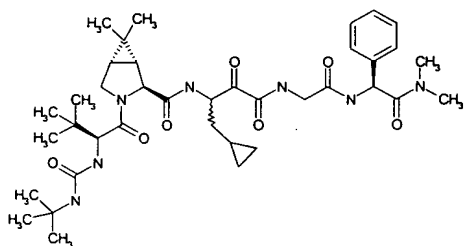
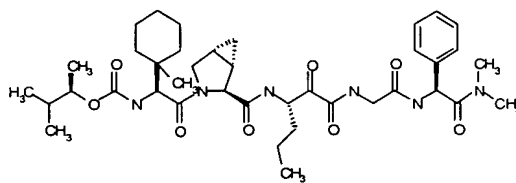
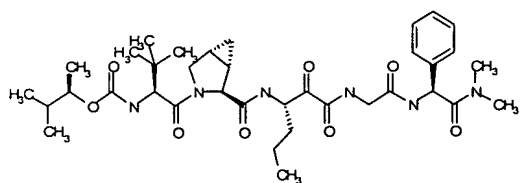
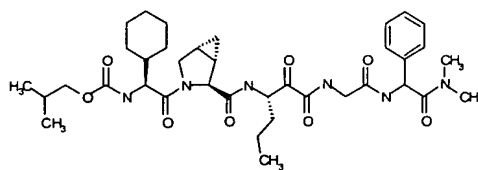
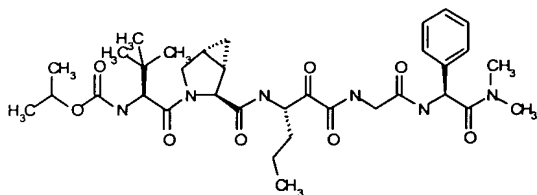
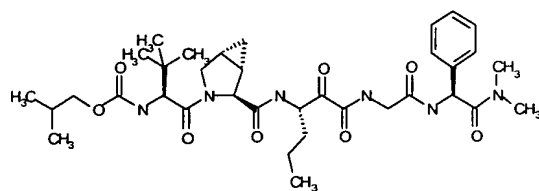
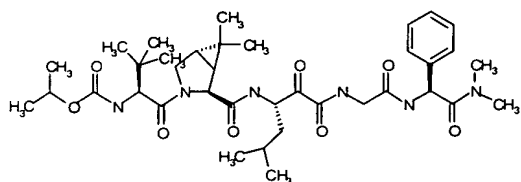
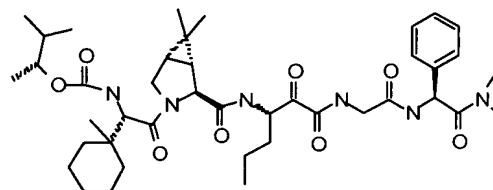
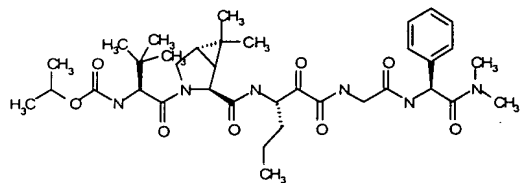
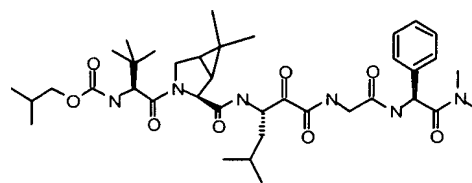
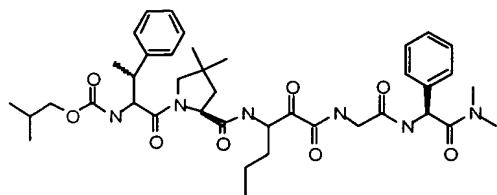


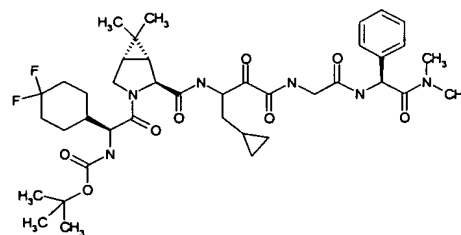
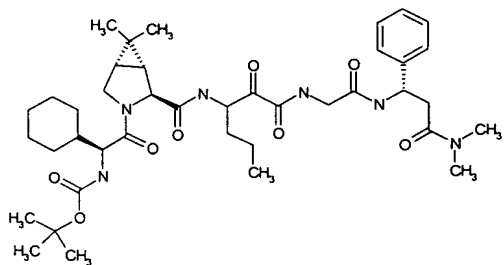
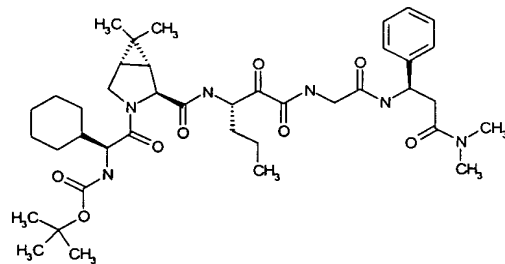
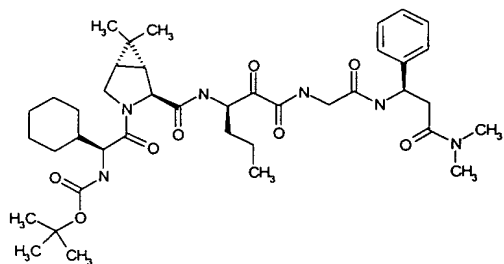
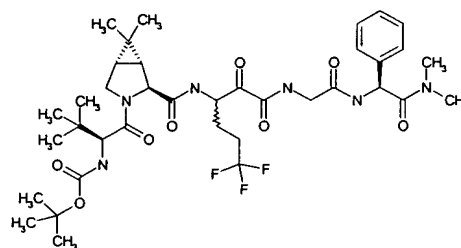
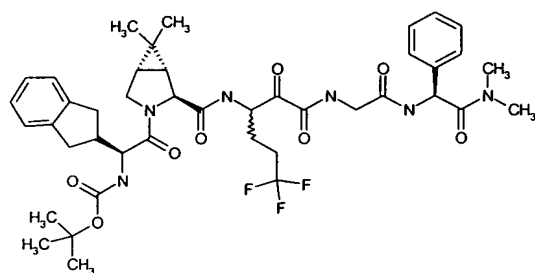
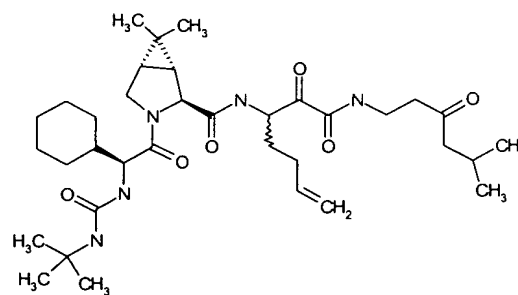
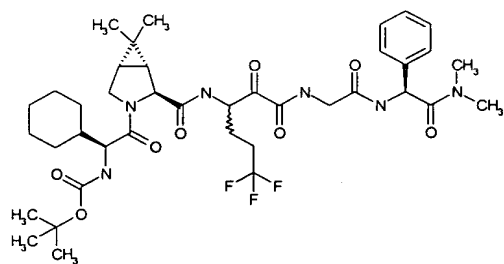
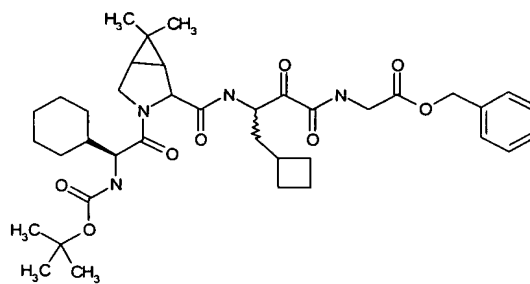
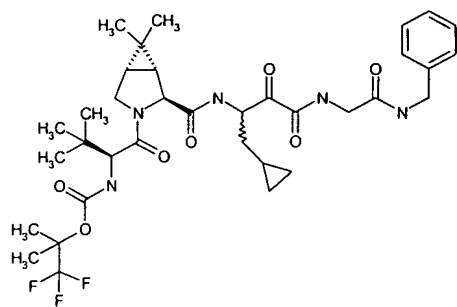


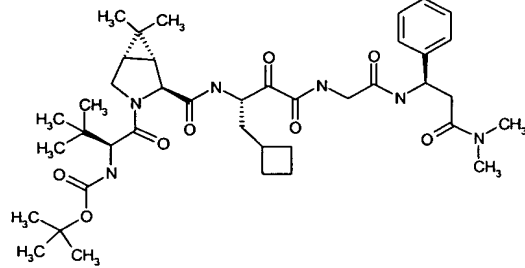
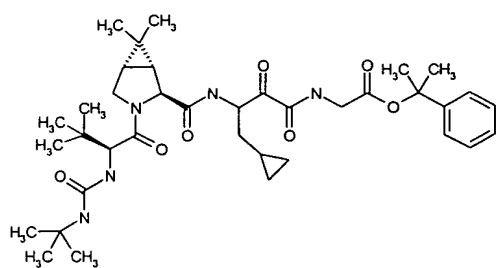
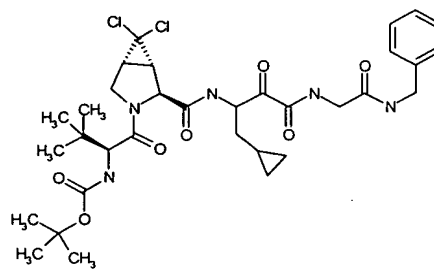
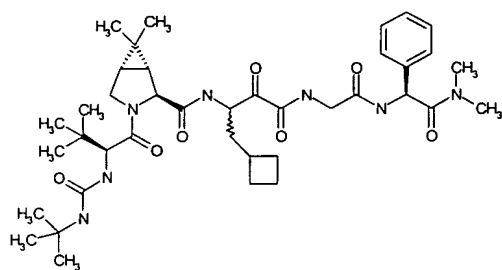
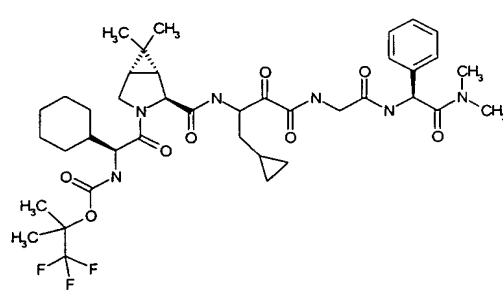
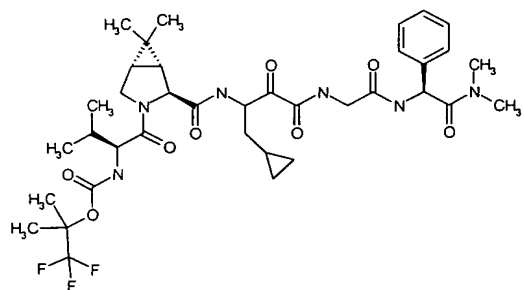
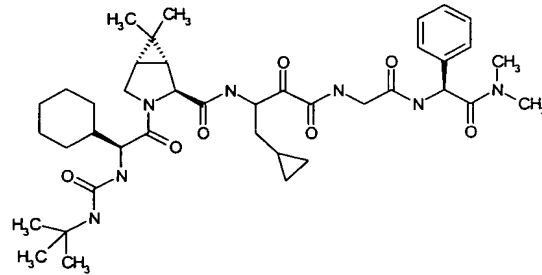
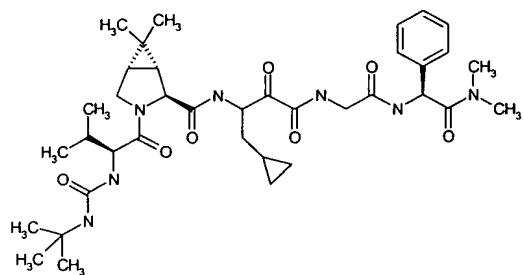
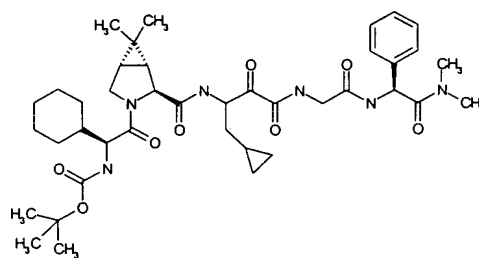
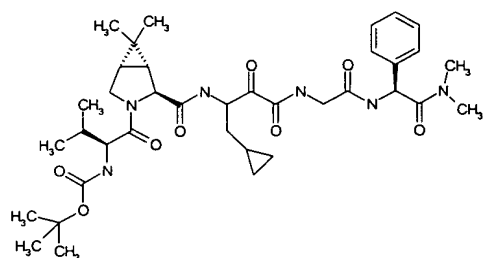


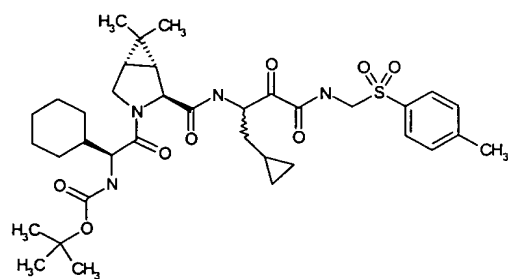
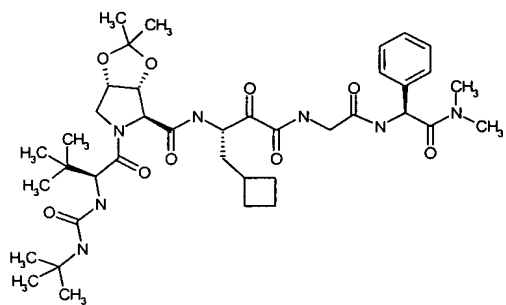
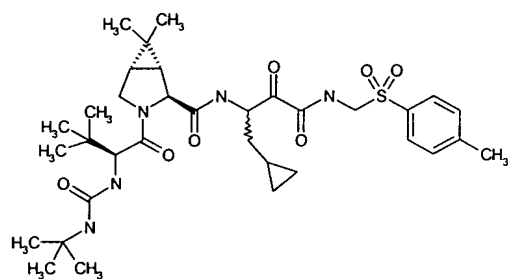
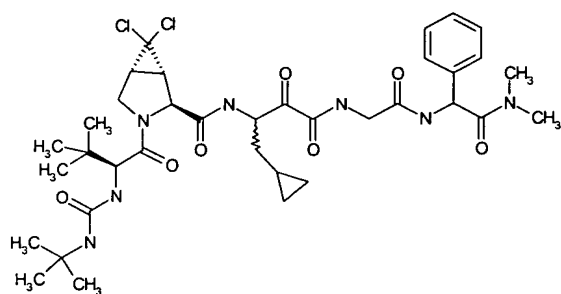
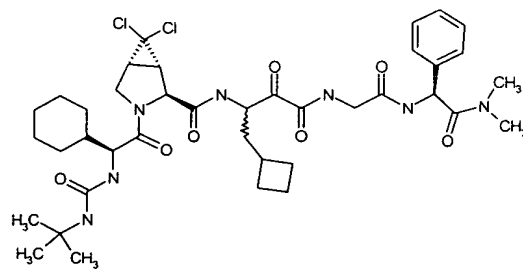
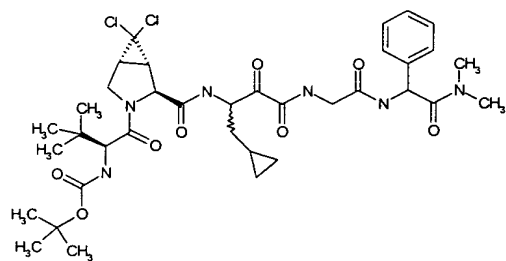
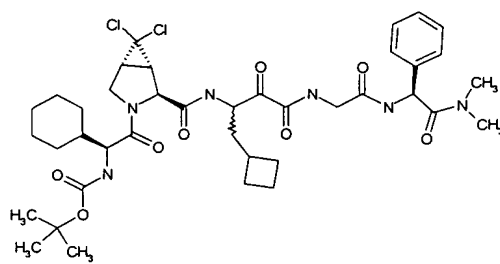
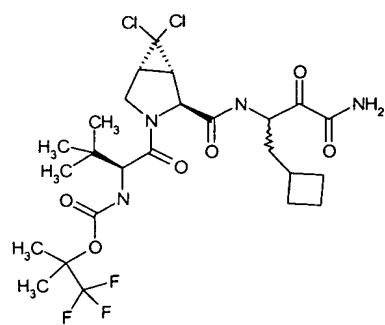


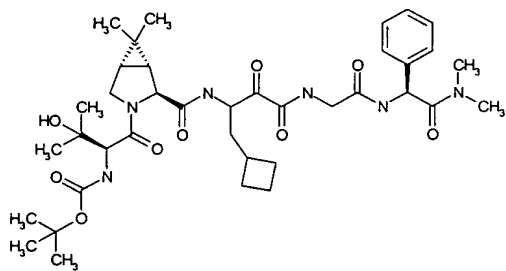
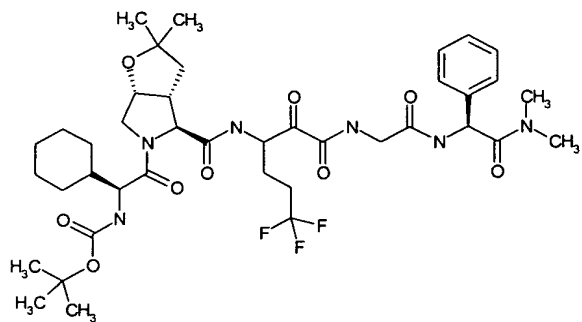
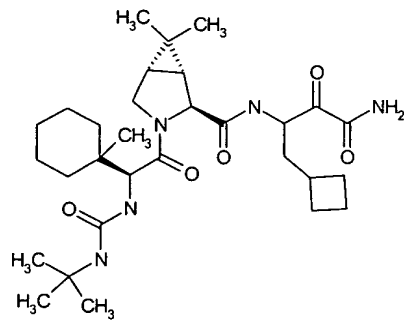
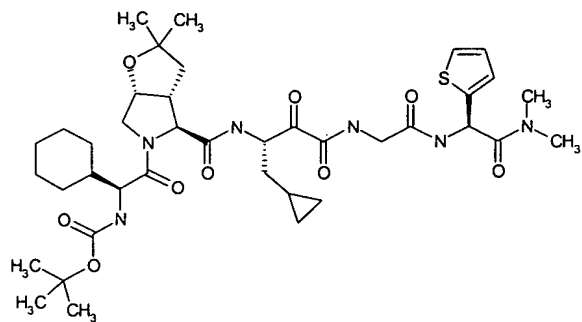
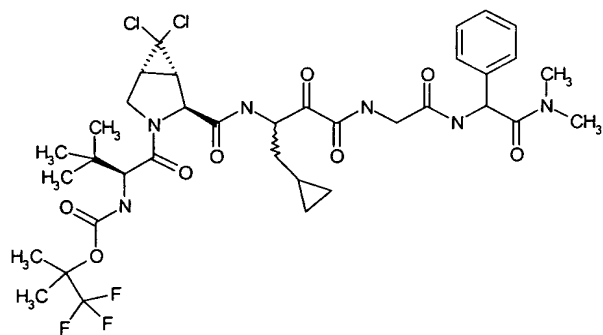
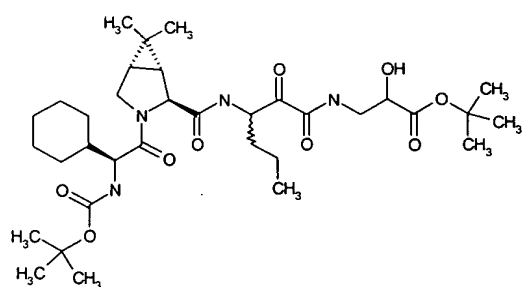
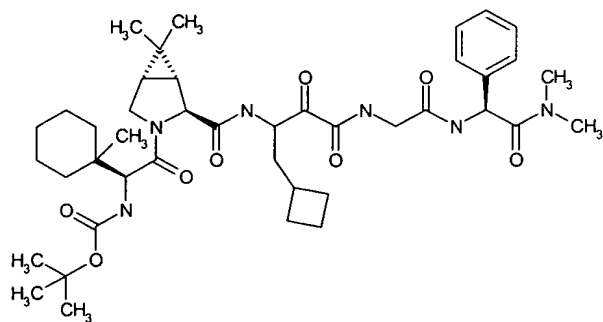
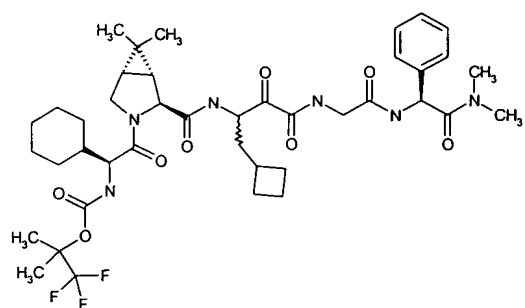


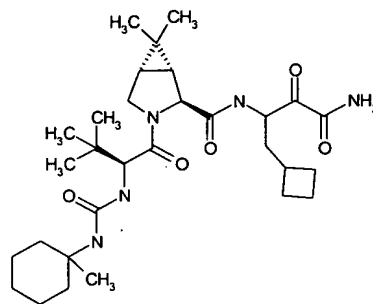
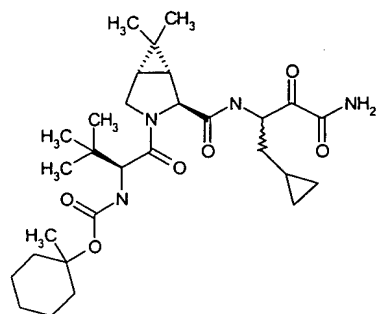
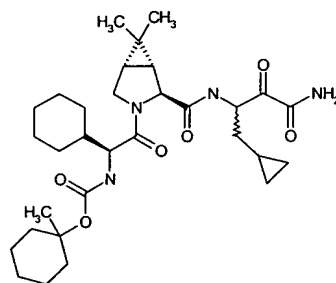
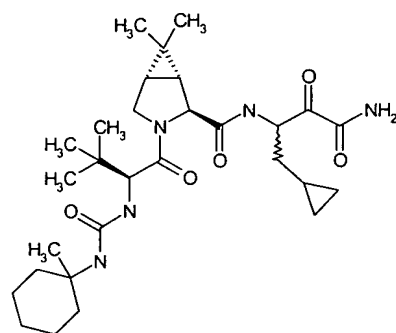
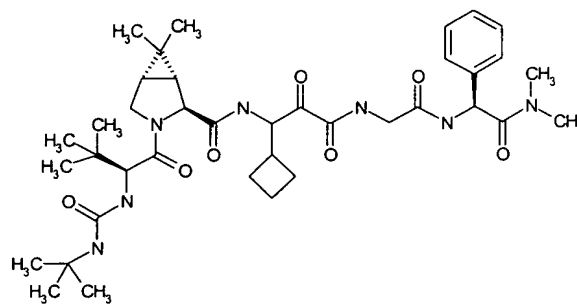
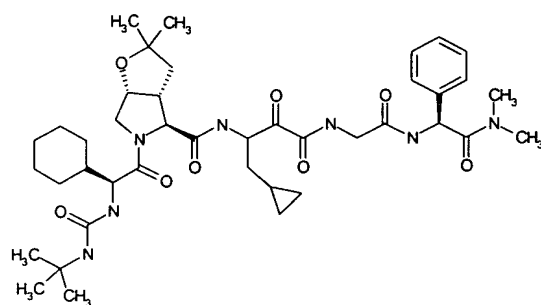
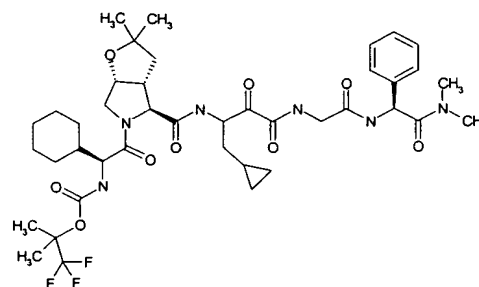
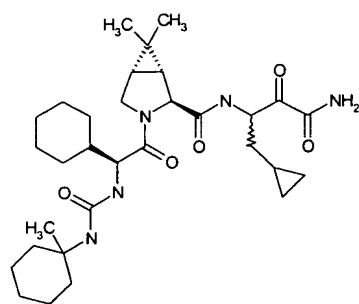


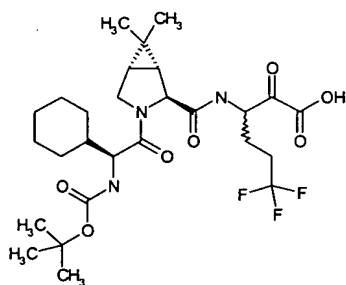
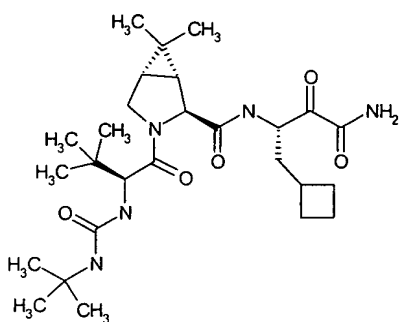
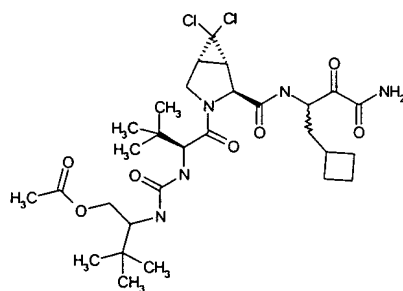
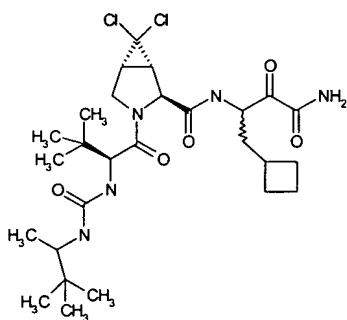
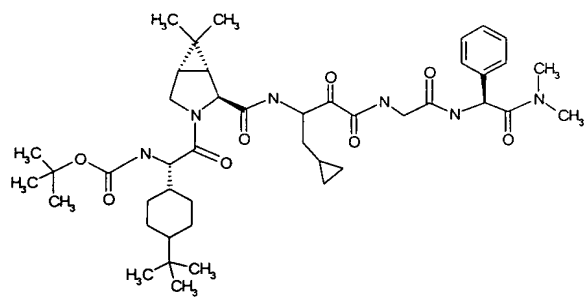
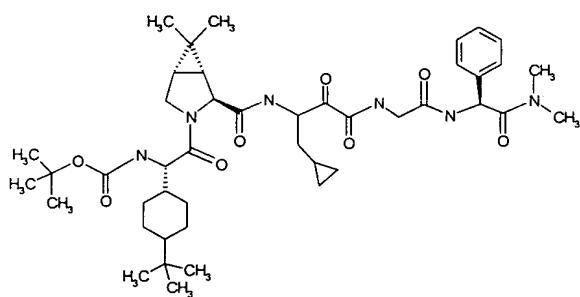
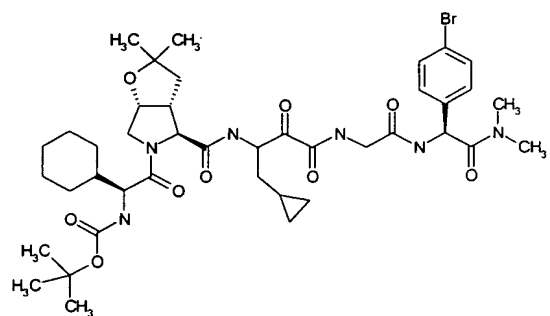
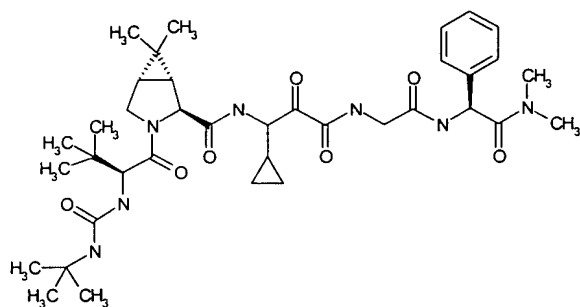


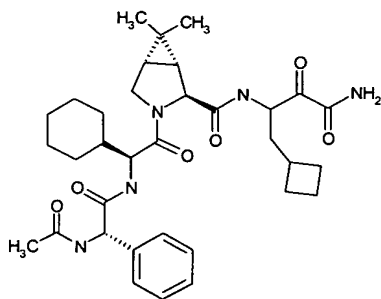
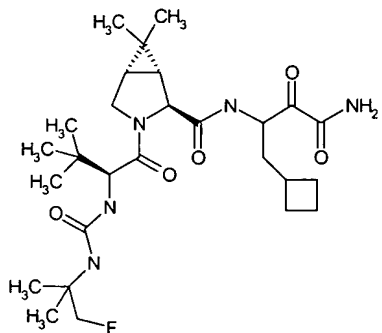
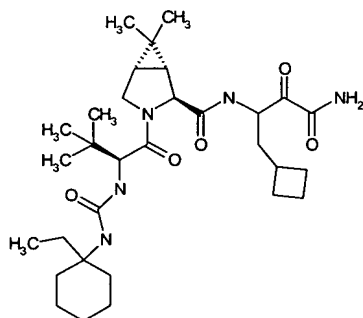
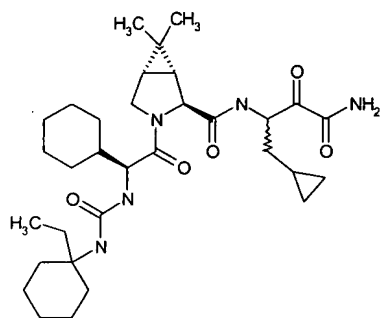
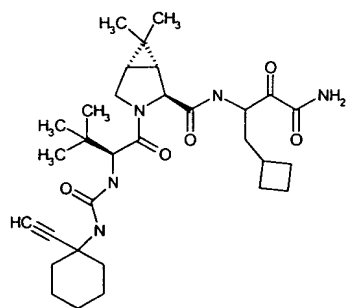
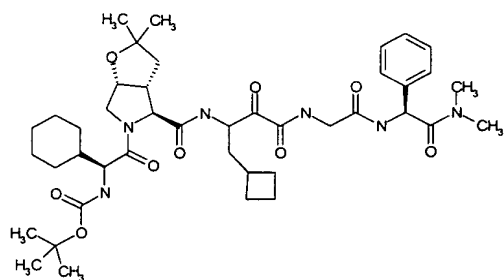
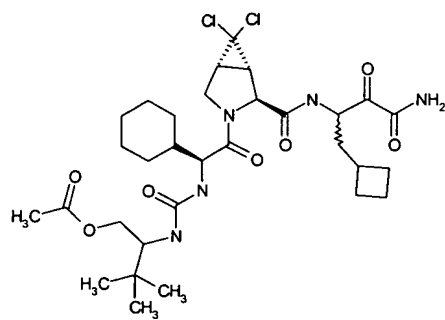
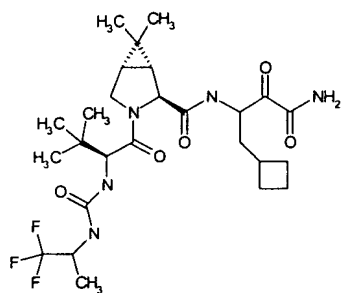


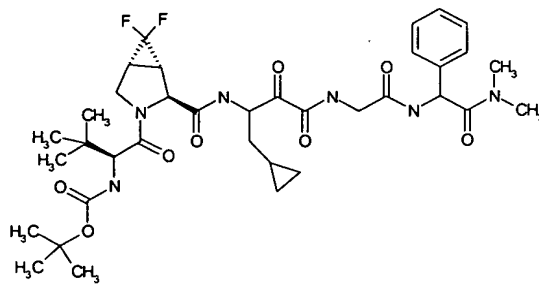
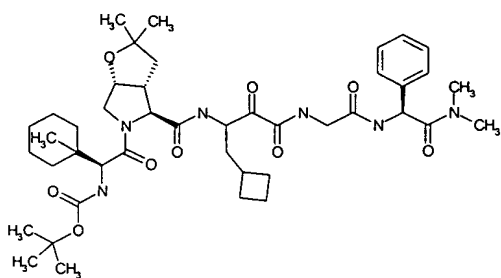
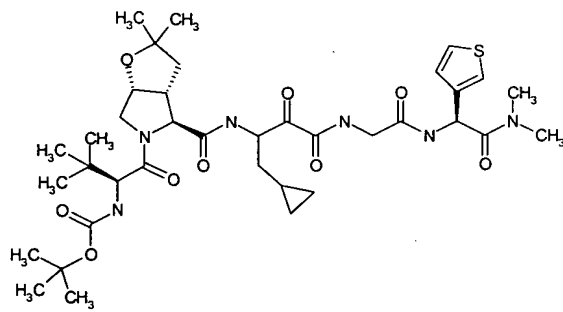
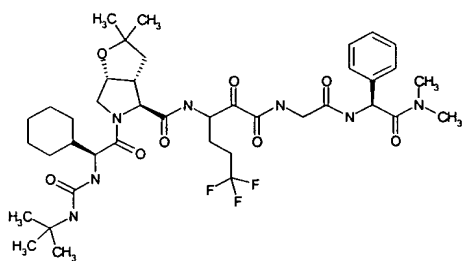
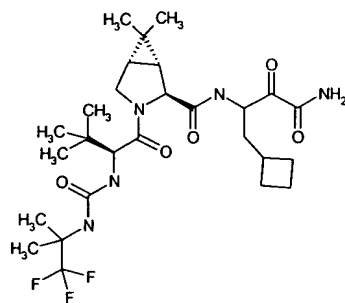
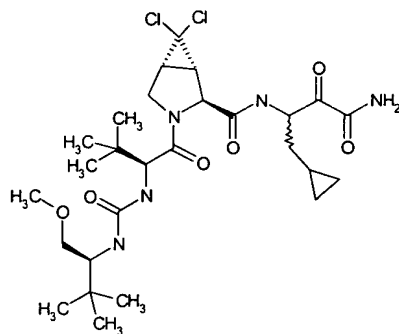
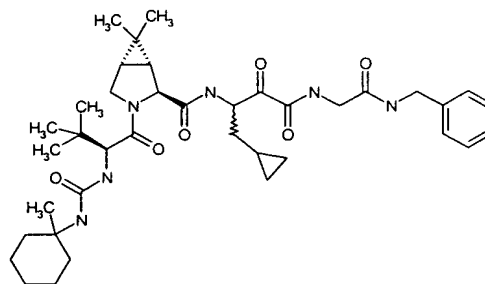
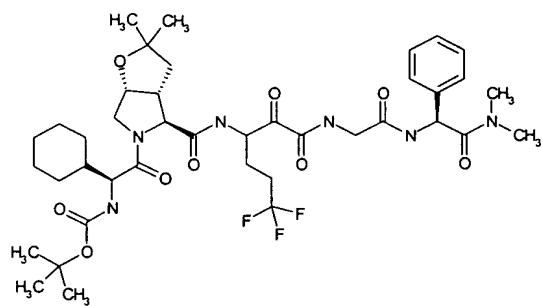


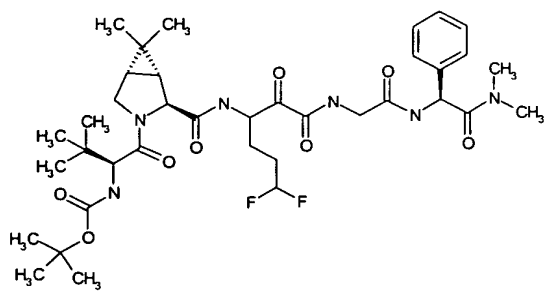
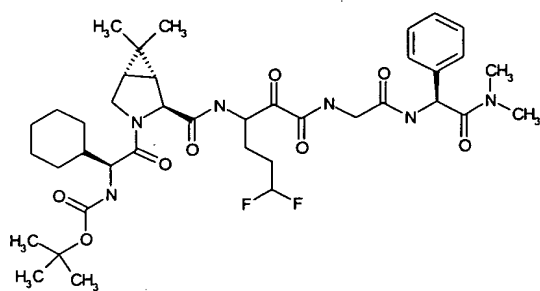
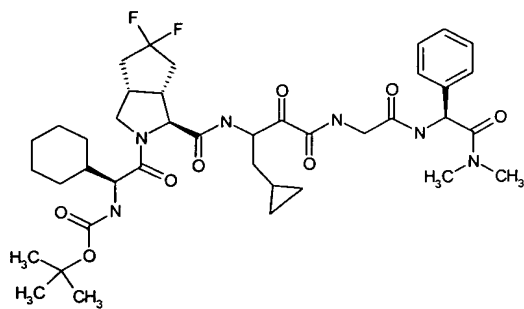
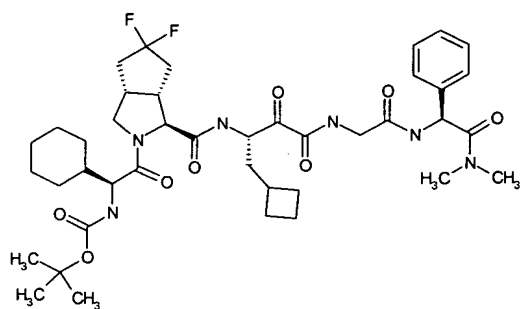
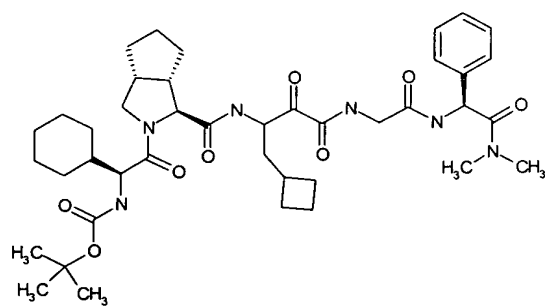
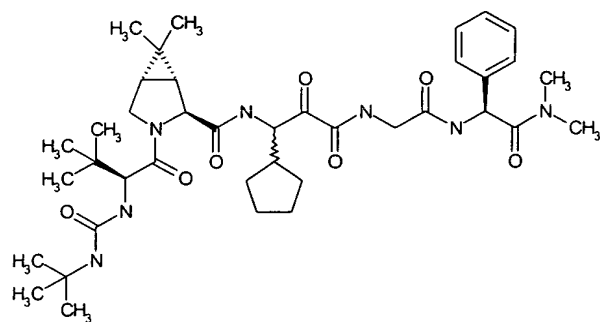
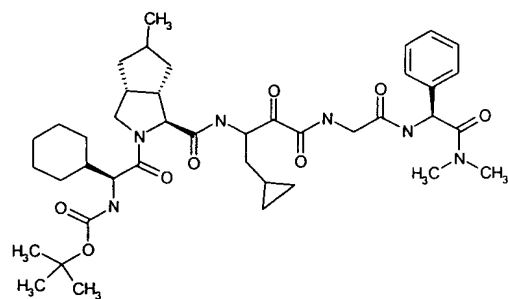
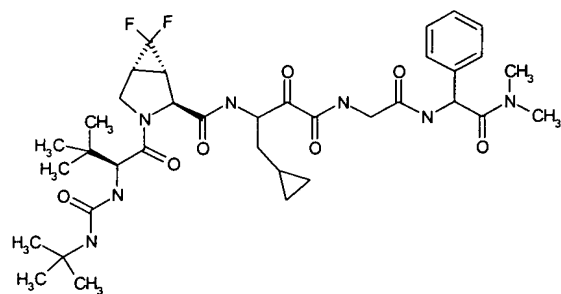


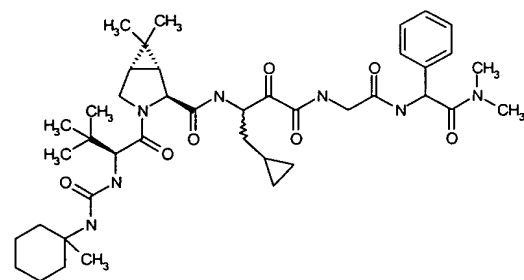
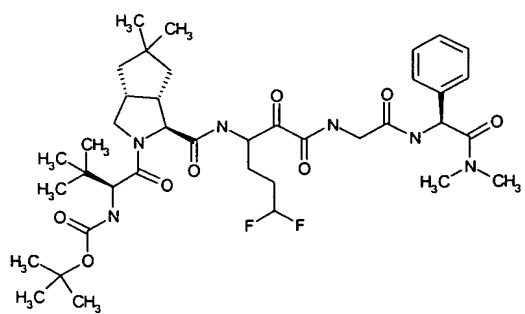
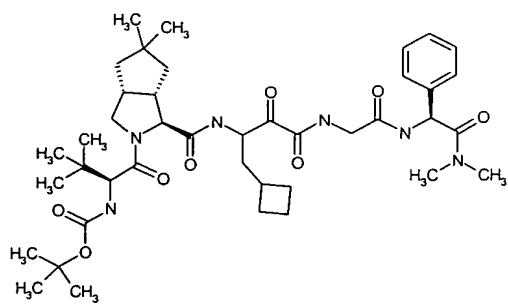
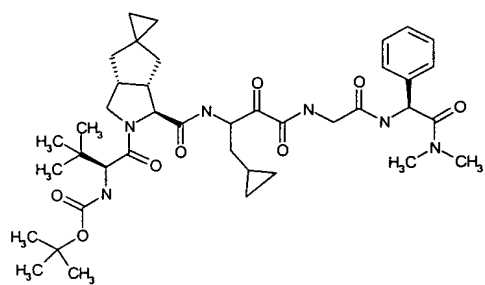
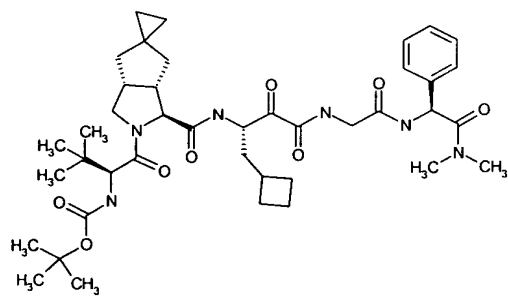
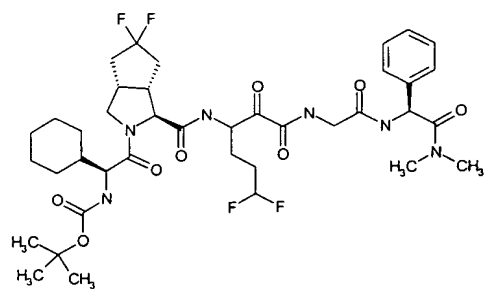
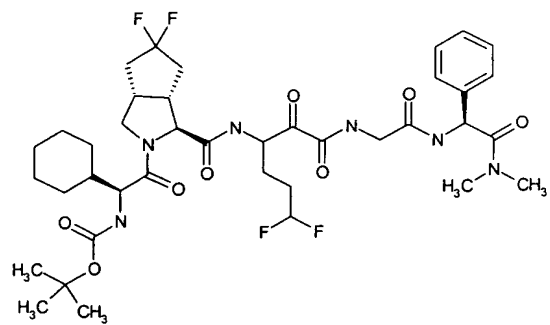
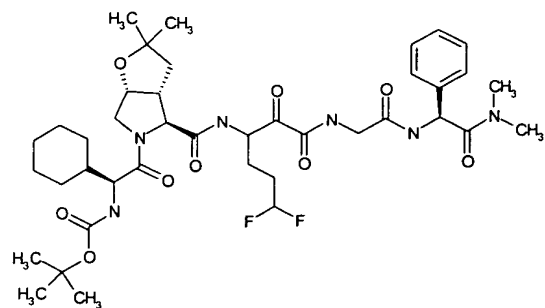


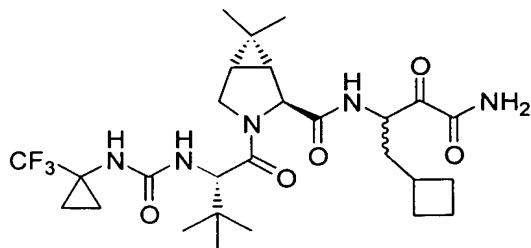
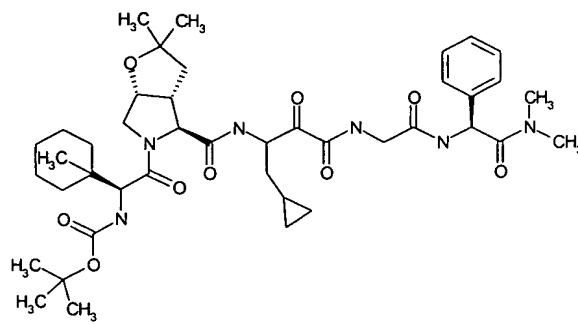
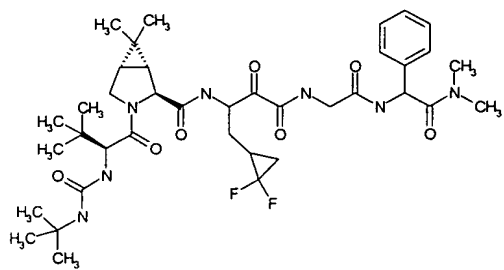
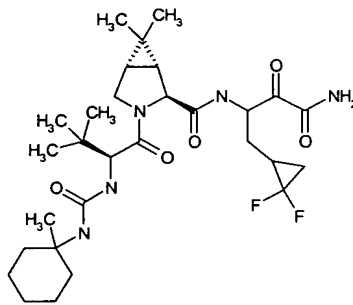
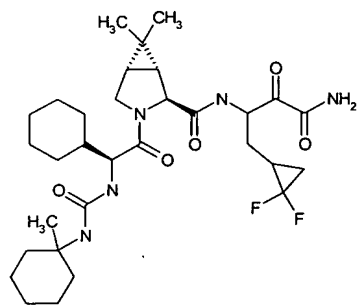
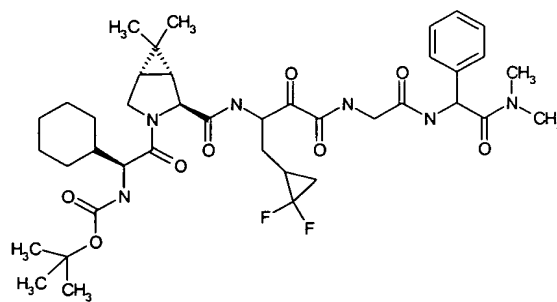
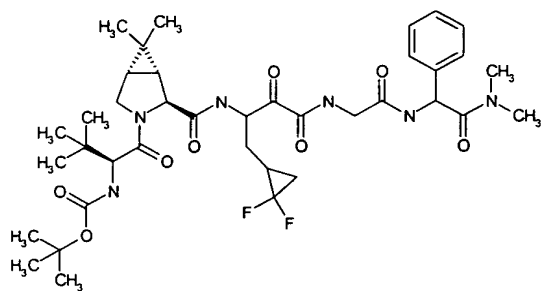
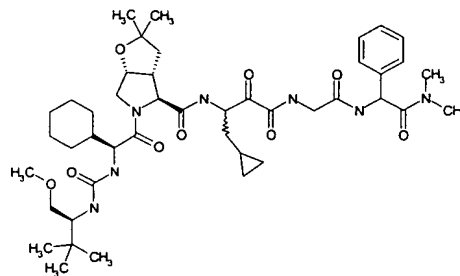
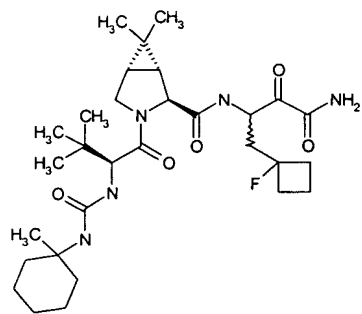












41. (previously presented) A pharmaceutical composition for treating disorders associated with the hepatitis C virus, said composition comprising therapeutically effective amount of one or more compounds in claim 40 and a pharmaceutically acceptable carrier.

42. (original) The pharmaceutical composition of claim 41, additionally containing an antiviral agent.

43. (previously presented) The pharmaceutical composition of claim 42, additionally containing an interferon or pegylated-interferon alpha conjugate.

44. (original) The pharmaceutical composition of claim 43, wherein said antiviral agent is ribavirin and said interferon is α -interferon.

45. (previously presented) A method of treatment of a hepatitis C virus (HCV) associated disorder, comprising administering an effective amount of one or more compounds of claim 40.

46. (previously presented) A method of modulating the activity of hepatitis C virus (HCV) protease, comprising contacting HCV protease with one or more compounds of claim 40.

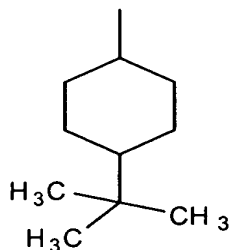
47. (previously presented) A method of treating, or ameliorating one or more symptoms of hepatitis C, comprising administering an effective amount of one or more compounds of claim 40.

48. (original) The method of claim 46, wherein the HCV protease is the NS3/NS4a protease.

49. (original) The method of claim 48, wherein the compound or compounds inhibit HCV NS3/NS4a protease.

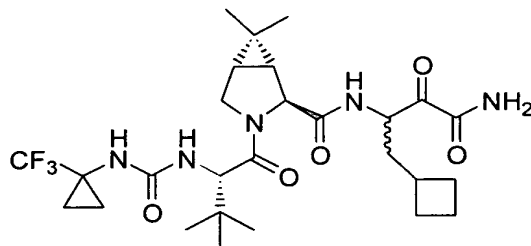
50. (previously presented) A method of modulating the activity of hepatitis C virus (HCV) polypeptide, comprising contacting a composition containing the HCV polypeptide under conditions in which the polypeptide is processed with one or more compounds of claim 40.

51. (original) The compound of claim 8, wherein R^3 is:



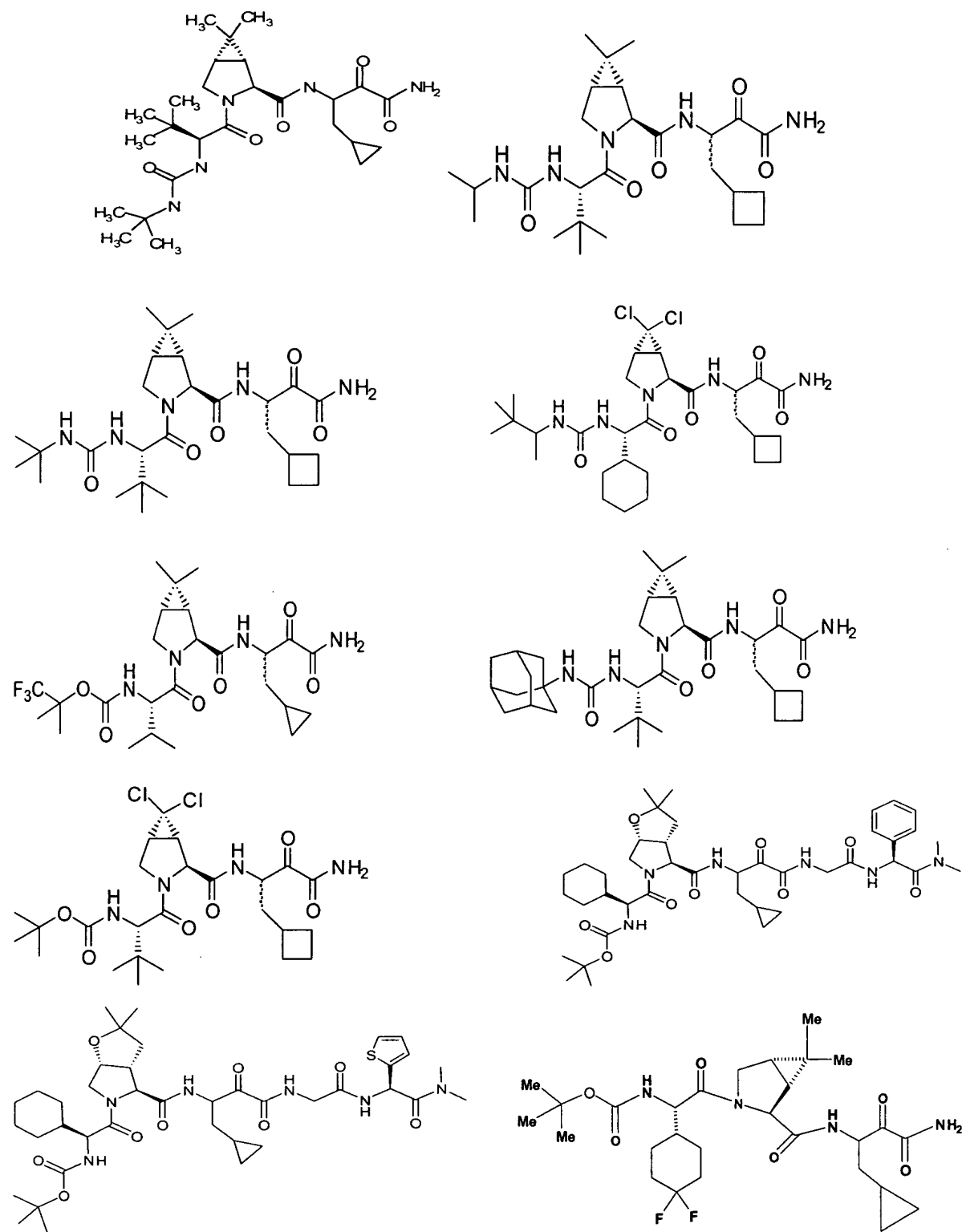
52.-61. (canceled)

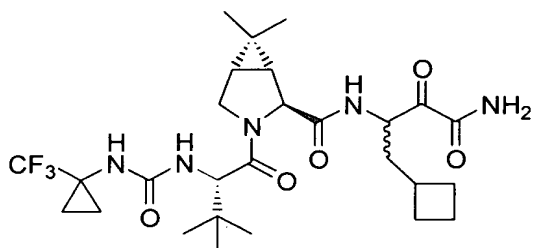
62. (previously presented) A compound exhibiting hepatitis C virus protease inhibitory activity, including enantiomers, stereoisomers, rotamers, tautomers, racemates and prodrug of said compound, and pharmaceutically acceptable salts or solvates of said compound, or of said prodrug, said compound being the compound of structure shown below:



63. (original) A pharmaceutical composition comprising as an active ingredient a compound, including enantiomers, stereoisomers, rotamers, tautomers, racemates and prodrug of said compound, and pharmaceutically acceptable salts or solvates

of said compound, or of said prodrug, said compound being selected from the following:



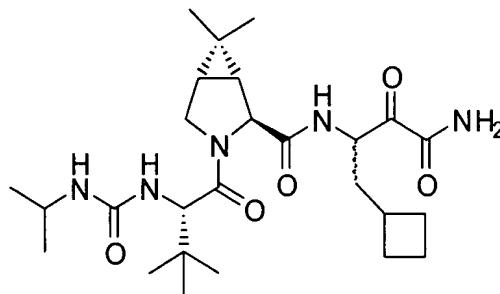
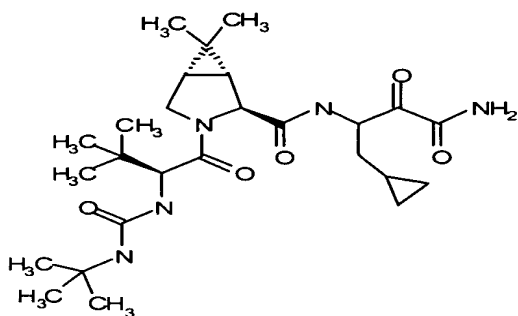


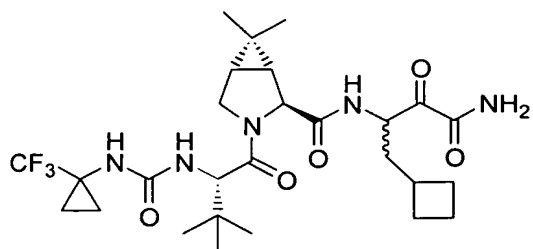
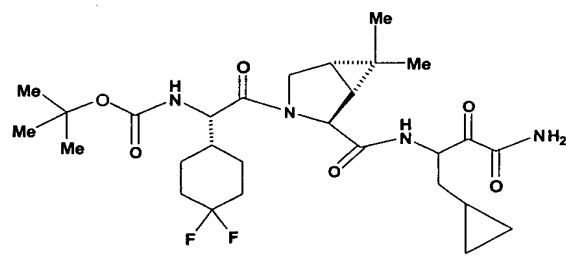
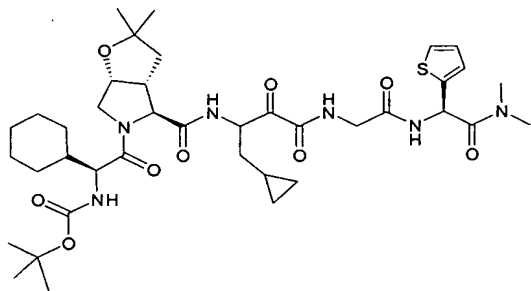
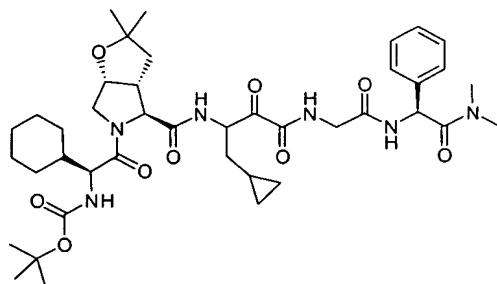
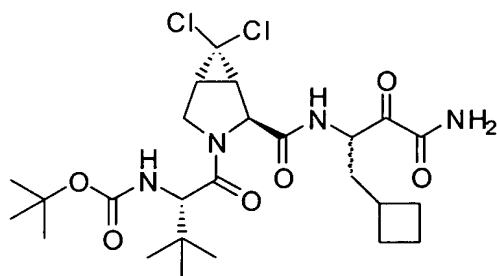
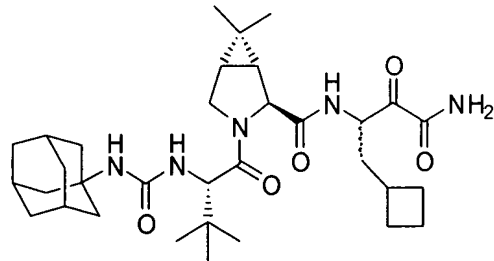
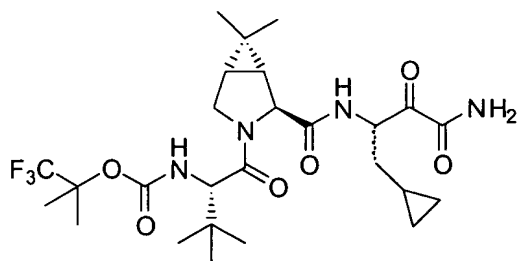
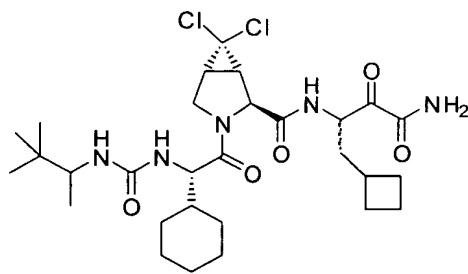
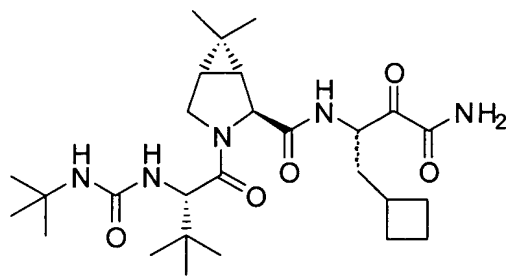
64. (previously presented) The pharmaceutical composition of claim 62, additionally containing an antiviral agent.

65. (previously presented) The pharmaceutical composition of claim 63, further containing an interferon or pegylated-interferon alpha conjugate.

66. (previously presented) The pharmaceutical composition of claim 64, wherein said antiviral agent is ribavirin and said interferon is α -interferon.

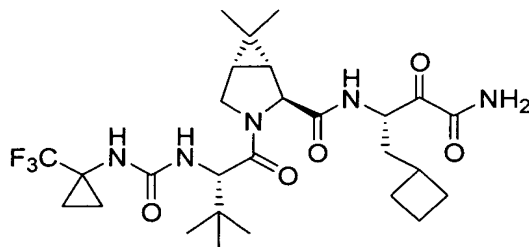
67. (previously presented) A method of treating disorders associated with the hepatitis C virus, said method comprising administering to a patient in need of such treatment, a pharmaceutical composition which comprises therapeutically effective amounts of a compound, including enantiomers, stereoisomers, rotamers, tautomers, racemates and prodrug of said compound, and pharmaceutically acceptable salts or solvates of said compound, or of said prodrug, said compound being selected from the following:



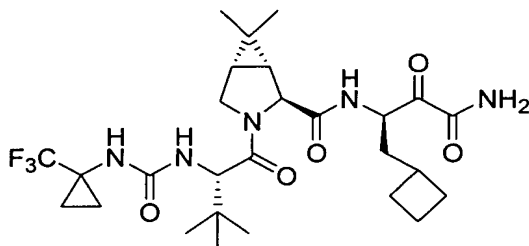


68.-87. (canceled)

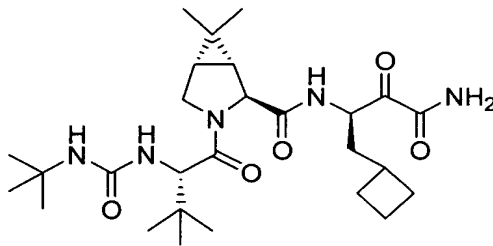
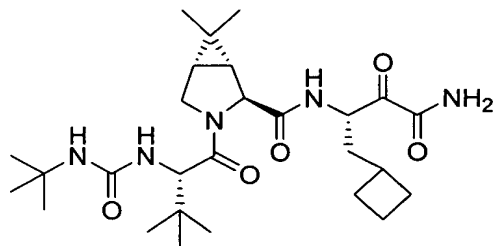
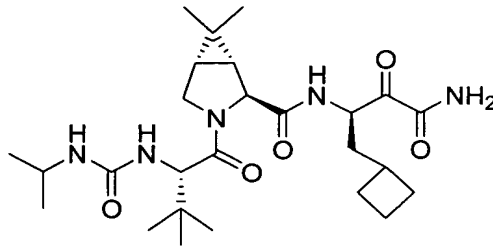
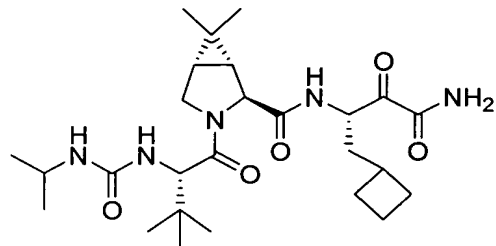
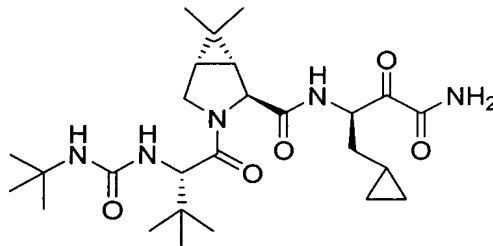
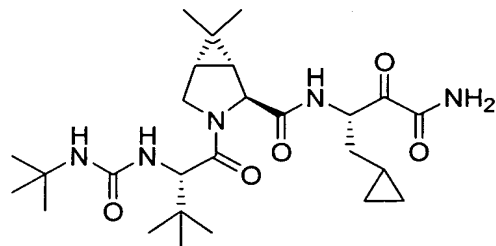
88. (previously presented) A compound of claim 62 having the formula shown below:

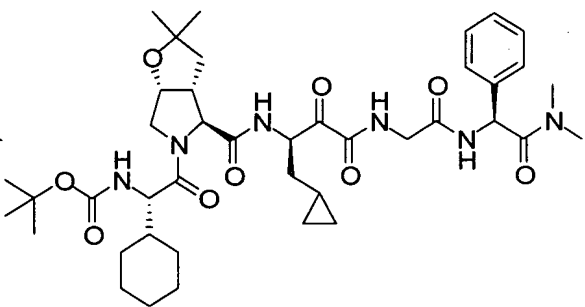
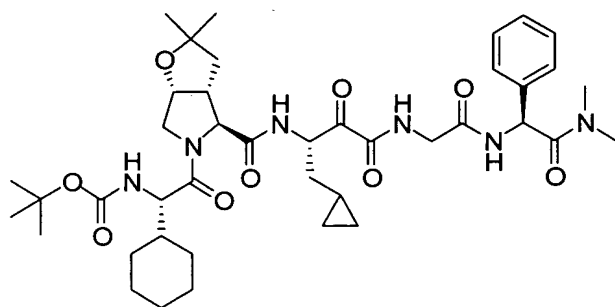
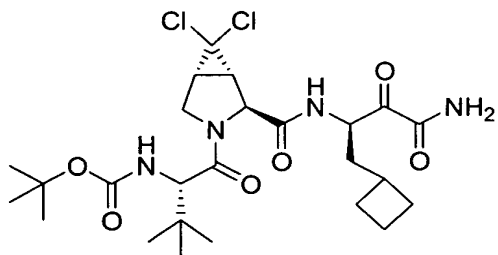
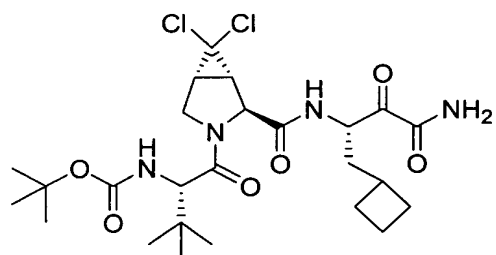
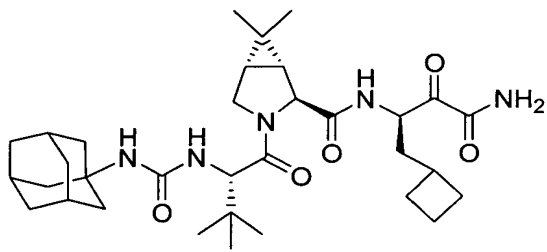
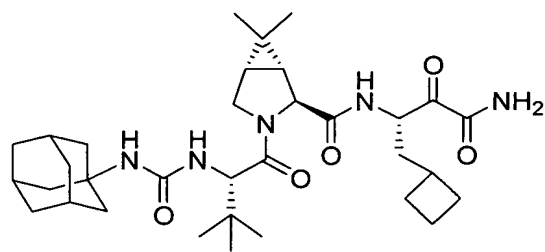
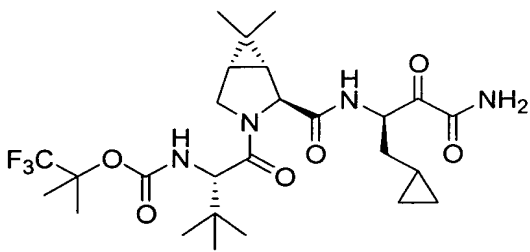
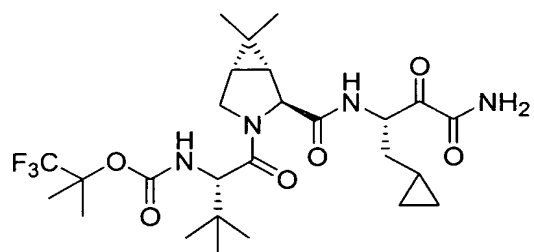
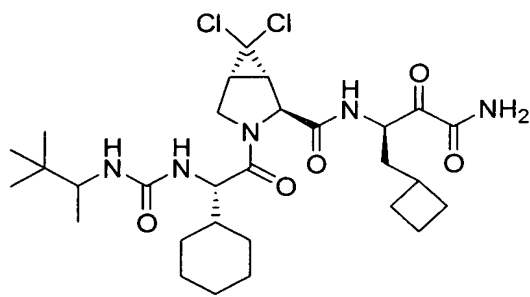
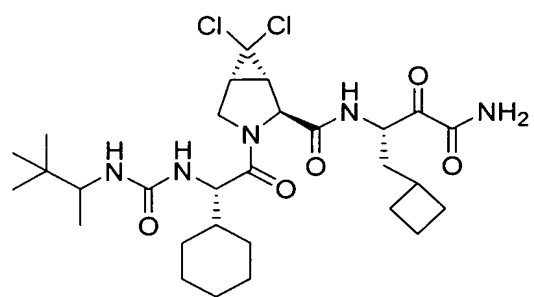


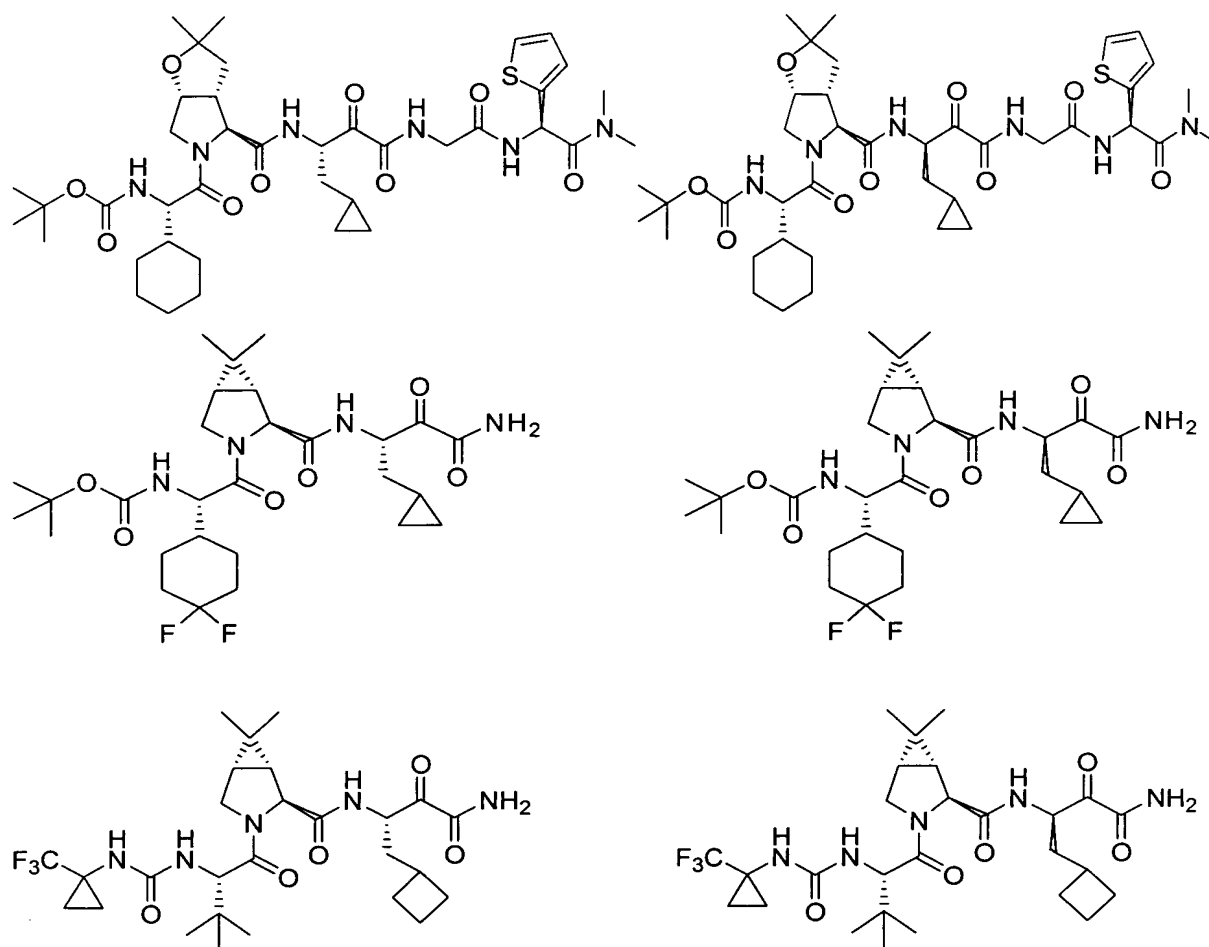
89. (previously presented) A compound of claim 62 having the formula shown below:



90. (previously presented) The pharmaceutical composition of claim 63, wherein said compound is selected from the following:





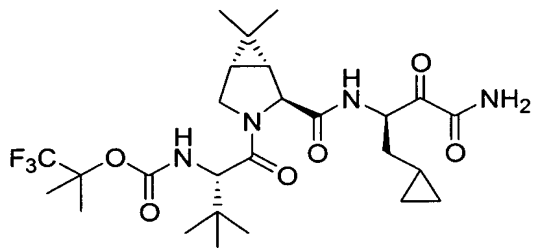
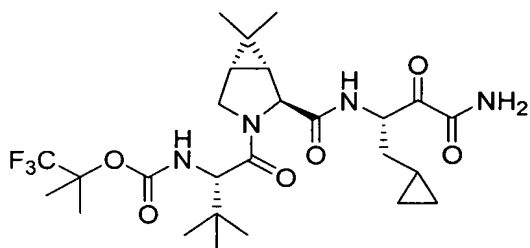
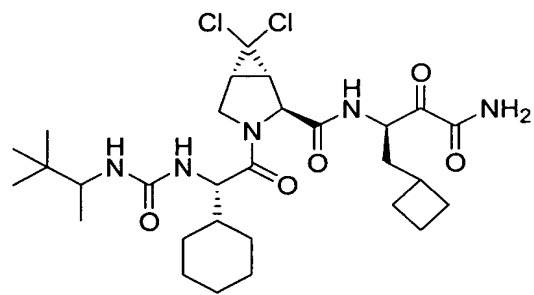
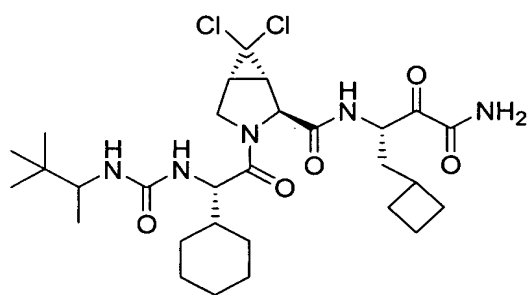
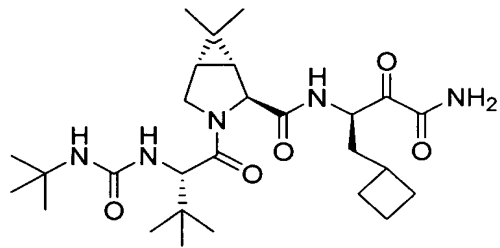
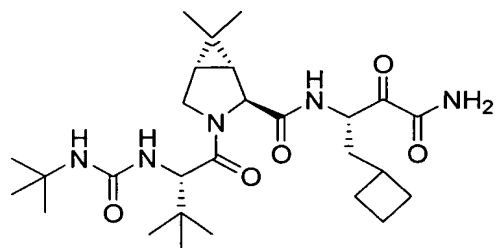
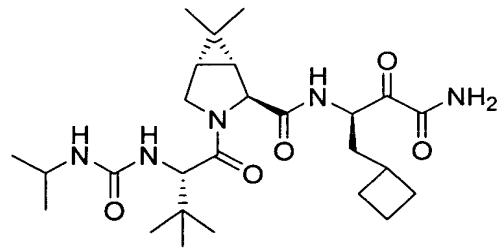
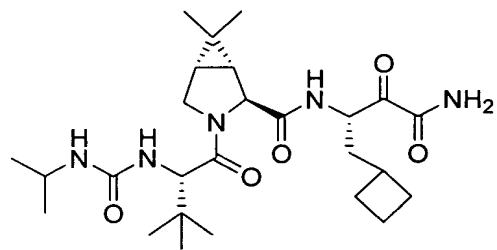
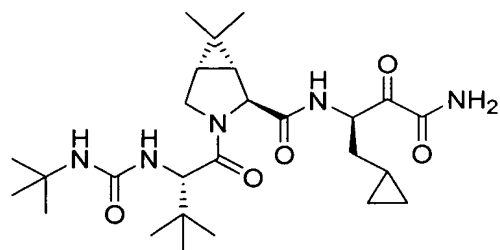
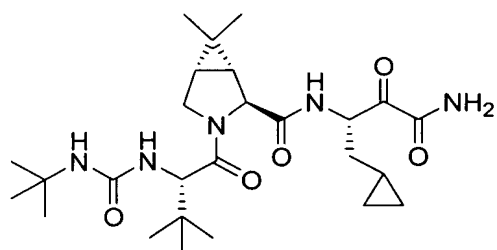


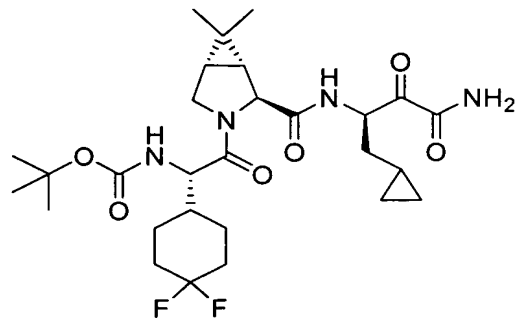
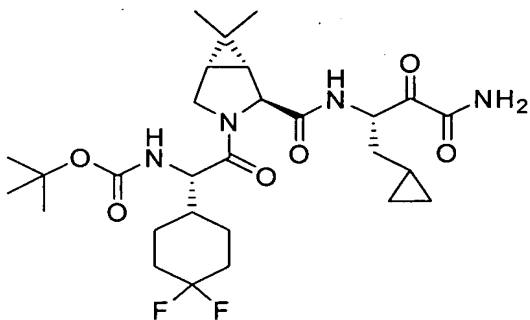
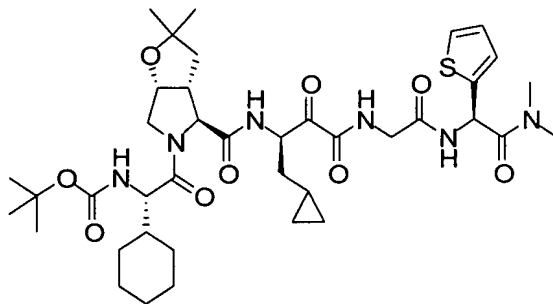
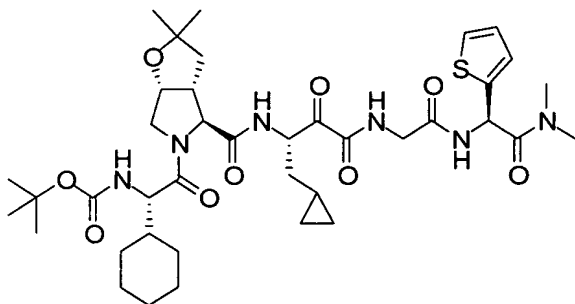
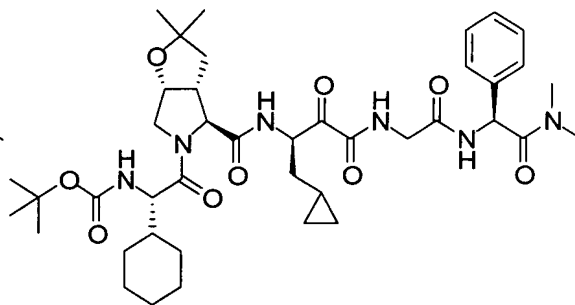
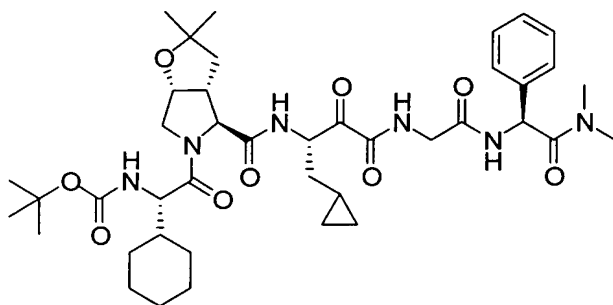
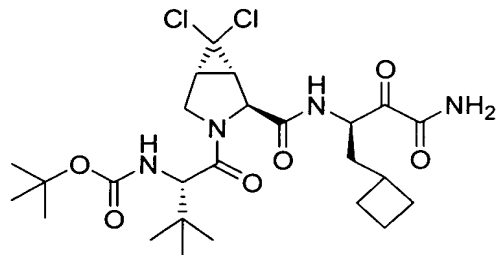
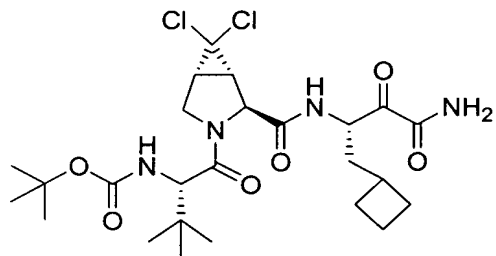
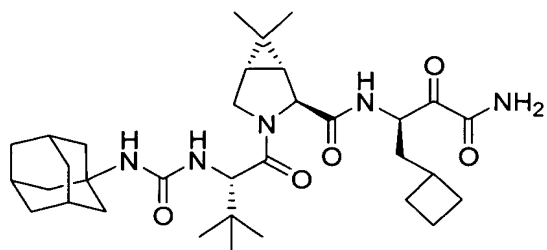
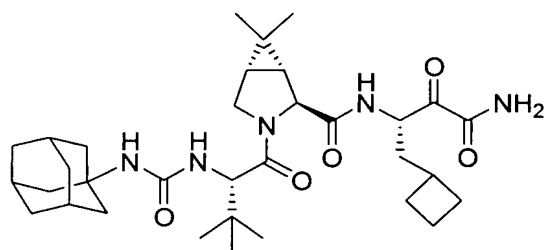
91. (previously presented) The pharmaceutical composition of claim 90, additionally containing an antiviral agent.

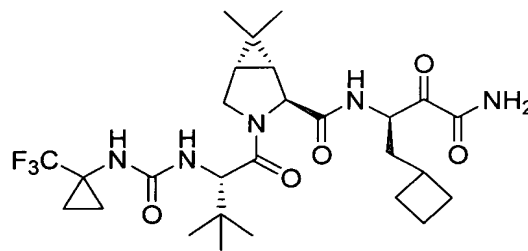
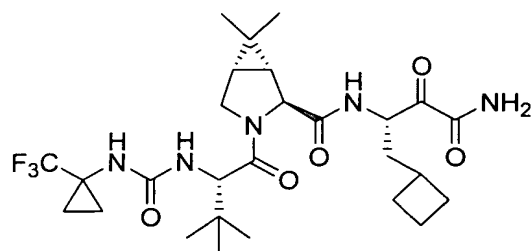
92. (previously presented) The pharmaceutical composition of claim 91, additionally containing an interferon or pegylated-interferon alpha conjugate.

93. (previously presented) The pharmaceutical composition of claim 92, wherein said antiviral agent is ribavirin and said interferon is alpha-interferon.

94. (previously presented) The method of claim 67, wherein said compound is selected from the following:







95. (new) A method of treating disorders associated with the hepatitis C virus (HCV), said method comprising administering to a patient in need of such treatment, a compound of claim 1 and an interferon.

96. (new) The method of claim 95, wherein said interferon is alpha-interferon or pegylated interferon.

97. (new) The method of claim 96, wherein said administration is oral or subcutaneous.

98. (new) A method of treating disorders associated with the hepatitis C virus (HCV), comprising administering to a patient in need of such treatment, a compound of claim 40 and an interferon.

99. (new) The method of claim 98, wherein said interferon is alpha-interferon or pegylated interferon.

100. (new) The method of claim 99, wherein said administration is oral or subcutaneous.

101. (new) A method of treating disorders associated with the hepatitis C virus (HCV), comprising administering to a patient in need of such treatment the pharmaceutical composition of claim 63 and an interferon.

102. (new) The method of claim 101, wherein said interferon is alpha-interferon or pegylated interferon.

103. (new) The method of claim 102, wherein said administration is oral or subcutaneous.

104. (new) The method of claim 95, wherein said treatment further comprises administering an antiviral agent.

105. (previously presented) A method of treating disorders associated with the hepatitis C virus (HCV), comprising administering to a patient in need of such treatment a compound of any one of claims 88 or 89 and an interferon.

106. (new) A method of treating disorders associated with the hepatitis C virus (HCV), comprising administering to a patient in need of such treatment the pharmaceutical composition of claim 90 and an interferon.

107. (new) The method of claim 94, further comprising administering an interferon.